

# **BYLAWS OF THE UNITED STATES BRANCH – INTERNATIONAL ASSOCIATION FOR THE STUDY OF POPULAR MUSIC (IASPM-US)**

## **ARTICLE 1 OFFICES**

### **SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation is located in Franklin County, State of Ohio.

Mailing address ( 2011-2013)

IASPM-US  
c/o Barry Shank  
Department of Comparative Studies  
The Ohio State University  
451 Hagerty Hall  
1775 College Road  
Columbus, OH 434210

### **SECTION 2. CHANGE OF ADDRESS**

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another in the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require an amendment of these Bylaws.

### **SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

## **ARTICLE 2 NONPROFIT PURPOSES**

### **SECTION 1. IRC SECTION 501(c)(3) PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

### **SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this corporation shall be:

(a) to provide an interdisciplinary and inter professional organization for promotion of the study of popular music.

(b) to organize and sponsor regular conferences to provide a forum so those engaged in the study of popular music can meet and exchange information about their work.

(c) to sponsor and disseminate information about popular music through publication of a journal (*Journal of Popular Music Studies*), a newsletter for members, and a site on the World Wide Web.

(d) to encourage recognition of popular music as an area for scholarly research and establishing connections between the scholarly community, those in the music profession, and those who write about popular music.

(e) to encourage the development of research and systematic study in topics and areas of popular music where such study is not well developed.

(f) to provide information on popular music sources and resources and encourage their development.

(g) to remain current on and supportive of the activities of the International Association for the Study of Popular Music (IASPM) and its other branches to the extent practicable.

## **ARTICLE 3 DIRECTORS**

### **SECTION 1. NUMBER**

The corporation shall have six directors elected by the membership and collectively they shall be known as the Board of Directors.

### **SECTION 2. QUALIFICATIONS**

Directors shall be of the age of majority in the state of incorporation and shall be members in good standing of the corporation (branch, chapter) (IASPM-US) at the time of their election and for the duration of their terms. The board shall consist of the four elected officers of the corporation, the most recently elected member of the Executive Committee holding an open seat, and (for a two year term only) the Past President (see Article 4 Section 10). In the year when two (2) Open Seat members are elected, the Open Seat member who receives the most votes will serve on the Board of Directors.

### **SECTION 3. POWERS**

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 4. DUTIES**

It shall be the duties of the directors to:

(a) perform any and all duties imposed on them collectively or individually by law, by Articles of Incorporation, these Bylaws, or by the membership;

(b) Except as otherwise provided in these Bylaws, appoint and remove, employ and discharge, and prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(c) Supervise all officers, agents, and employees of the corporation to assure their duties are performed properly, and admit new members;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;

(f) To assist in the realization of the corporation's aims and policies.

## **SECTION 5. TERM OF OFFICE**

Each director shall hold office for a term of two years and until his or her successor is elected and qualifies. With regards to the Past Presidents' term as a director, see Article 4 Section 10.

## **SECTION 6. COMPENSATION**

Directors shall serve without compensation except that when possible a reasonable fee may be paid to directors for attending regular or special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties, should chapter finances allow.

## **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation or in conjunction with the General Meeting of the membership unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

## **SECTION 8. REGULAR MEETINGS**

Regular meetings of the directors shall be held annually during the General Meeting of the chapter membership, at the meeting of the international organization, or by telecommunications or other means deemed effective by a majority of the directors. Directors shall be elected by written ballot of the chapter's members as they elect the Chapter's executive Committee. Each individual and institutional member in good standing shall cast one vote per candidate and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes, up to the number to be elected shall be elected to serve on the board.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Treasurer/Membership Secretary, by any two directors, or if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation, by telecommunications or other means deemed effective by the person or persons calling the special meeting.

## **SECTION 10. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) Regular Meetings, No notice need be given of any regular meeting of the Board of Directors.
- (b) Special Meetings, At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by electronic mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission.
- (c) Waiver of Notice, Whenever any notice of a meeting is required to be given to any director of this corporation under provision of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be the equivalent of the giving of such notice.

## **SECTION 11. QUORUM FOR MEETINGS**

A quorum shall consist of a minimum of three members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

## **SECTION 12. MAJORITY ACTION AS BOARD ACTION**

Every act or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

## **SECTION 13. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been designated or, in her or his absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation, or in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the board, provided that in her or his absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with the Articles of incorporation, these Bylaws, as with provisions of law.

## **SECTION 14. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving notice to the Chairperson of the Board, the President, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provision of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of members of the Board of Directors or until his or her death, resignation, or removal from office.

## **SECTION 15. NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

## **SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

## **SECTION 17. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provision of law.

## **ARTICLE 4 OFFICERS**

### **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the corporation shall be elected by the membership and shall be a President, a Vice President, a Secretary, a Treasurer, and an Open Seat. In addition, each President shall serve a two year term on the Board as Past President upon election of her/his successor. Should a president serve a second term, the Past-President will leave the Board at the end of his/her two-year term and the Board will be composed of only five members. The individual most recently elected to the open seat will serve on the Board for one year. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

### **SECTION 2. QUALIFICATIONS**

Any person who is a member in good standing of the corporation may serve as an officer of this corporation.

### **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by the membership of the corporation at any time necessary, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve or until her or his successor shall be elected and qualified, whichever occurs first. Terms of office shall ordinarily be two years. Ordinarily, power shall pass to newly elected officers upon the adjournment of the General Meeting at which their election is announced.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by a two thirds vote by the Board of Directors, at any time. Any officer may resign at any time by giving notice to the Board of Directors or to the President or to the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal or disqualification of any officer shall be filled by the Board of Directors. An officer elected by the board to fill a vacancy shall hold office until the next election of officers or until her or his death, resignation or removal from office. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

### **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to her or his office and such other duties as may be required by law, by

the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors or membership. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors or the membership.

#### **SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of her or his inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or as may be prescribed by the Board of Directors or membership.

#### **SECTION 8. DUTIES OF SECRETARY**

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, the members, and if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name, address, and dues status of all members, and, in the case where any membership[ has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director or officer of the corporation, or to her or his agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors and other units of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors or the membership.

#### **SECTION 9. DUTIES OF TREASURER**

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors or Executive Committee, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director or officer of the corporation, or to her or his agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify or cause to be certified, the financial statements to be included in any required reports. In general, perform all duties incident to the office Treasurer and such other duties as may be required by law, the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to her or him from time to time by the Board of Directors, the Executive Committee or the membership.

## **SECTION 10. DUTIES OF THE PAST PRESIDENT**

When a new President has been elected, the individual leaving the presidency shall take up the position of Past President. The term of the Past President is two years. The Past President shall serve on the Board of Directors and also on the Executive Committee. At the end of two years, the Past President's term is complete, even if the current President continues for a second (or additional) term(s).

## **SECTION 11. COMPENSATION**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors and ratified by the membership. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Executive Committee shall direct the day-to-day operations of the corporation. It shall consist of fifteen members, including the President, Vice President, Secretary, and Treasurer, Past President, a total of three Open Seats (one elected in an odd year and two elected in an even year), and two Student Seats elected by the members. Three other members shall be appointed by the elected Executive Committee to serve as publications officers responsible for the Journal of Popular Music Studies, the chapter newsletter, and the web site. Honorary members of the Executive Committee shall be appointed by the Board of Directors as it deems appropriate. The two most recently appointed Honorary members will serve as voting members of the Executive Committee.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### **SECTION 2. OTHER COMMITTEES**

The corporation shall have other such committees as may from time to time be designated by resolution of the Board of Directors, Executive Committee, or membership. These committees may consist of persons

who are not also members of the board or Executive Committee and shall act in advisory capacity to the board and executive Committee.

### **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of the committee may be fixed by the Board of Directors or by the committee. The Executive Committee may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and the evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

### **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of the corporation.

## **ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office:

(a) Minutes of meetings of directors, committees of the board and all meetings of the members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) A record of its members indicating their names and addresses and, if applicable the class of membership and the termination date of any membership;

(c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

## **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the corporate seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

## **SECTION 4. MEMBERS' INSPECTION RIGHTS**

Each and every member in good standing shall have the following inspection rights, for a purpose reasonably related to such person's interests as a member: (a) To inspect and copy the record of all members' names and addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested. (b) To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors or officers as of the most recent date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled. (c) To inspect at any reasonable time, the books, records, or minutes of proceedings of the members or other board or of committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to the person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

## **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

## **SECTION 6. PERIODIC REPORT**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, to be so prepared and delivered within the time limits set by law.

## **ARTICLE 8 IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

### **SECTION 1. LIMITATION OF ACTIVITIES**

No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal revenue Code], and this corporation shall not participate in, or intervene in (including publishing or distribution of statements in), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

## **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

## **SECTION 3. DISTRIBUTION OF ASSETS**

Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

## **ARTICLE 9 AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to the power of the members of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws or any of them may be altered, amended, or repealed and new Bylaws adopted by two-thirds approval of the Board of Directors.

## **ARTICLE 10 CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or corresponding provisions of any future federal tax code.

# **MEMBERSHIP PROVISIONS OF THE BYLAWS OF THE UNITED STATES BRANCH OF THE INTERNATIONAL ASSOCIATION FOR THE STUDY OF POPULAR MUSIC (IASPM - US)**

## **ARTICLE 11 MEMBERS**

### **SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

### **SECTION 2. QUALIFICATIONS OF MEMBERSHIP**

The qualifications for membership in this corporation are as follows:

(a) active engagement in or support of one or more of the corporation's stated purposes.(b) maintaining a zero balance of dues and fees owed to the corporation in accordance with the Articles of Incorporation and Bylaws of the corporation.

### **SECTION 3. ADMISSION OF MEMBERS**

Applicants shall be admitted to membership upon their first payment of required fees and dues, and certification of that payment by the Treasurer.

### **SECTION 4. FEES AND DUES**

(a) No fee shall be charged for making application for membership in the corporation. (b) The annual (calendar year) dues payable to the corporation shall be payable by April first of each year. If, by that date, the Treasurer has not received payment from existing members she or he shall cause a memo to be sent to all such members requesting payment. If payment is not received within sixty days of the mailing of the memo, all such members will be removed from "good standing" status. At this point the Treasurer, in conference with the Secretary shall notify the Executive Committee of all such members who shall no longer receive IASPM-US publications or information, or be eligible to submit papers to the annual conference. The amount of dues charged to members shall be determined by the Executive Committee and ratified by a vote of the membership. Except as otherwise provided in these Bylaws, membership fees and dues are not refundable.

### **SECTION 5. NUMBER OF MEMBERS**

There is no limit to the number of members this corporation may admit.

### **SECTION 6. MEMBERSHIP BOOK**

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.

### **SECTION 7. NON LIABILITY OF MEMBERS**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

### **SECTION 8. NON TRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any rights arising therefrom. All rights of membership cease upon the member's death.

## **SECTION 9. TERMINATION OF MEMBERSHIP**

The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or the date of postmark.

(2) Upon failure to renew his or her membership by paying dues on or before their due date, such termination to be effective sixty (60) days after a written notice of such delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues during the period noted above in this section.

(3) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Executive Committee or Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from membership in the corporation shall receive a refund of dues already paid for the current dues period. Such member is forbidden to reapply for membership.

All rights of a member in the corporation shall cease on the termination of membership as herein provided.

## **SECTION 10. POWER AND AUTHORITY OF MEMBERS**

The supreme legislative authority to shape the direction and deeds of the corporation rests with the membership, which is hereby empowered to exert and express its collective will on all matters of Chapter business at an annual meeting to be referred to as the General Meeting. This includes but is not limited to the power to adopt, amend or repeal these Bylaws by a two-thirds majority of those voting at a General Meeting or by other means.

## **ARTICLE 12 MEETINGS OF MEMBERS**

### **SECTION 1. PLACE OF MEETINGS**

Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by the Executive Committee.

### **SECTION 2. REGULAR MEETINGS**

A regular meeting of the membership shall be held as determined by the Board of Directors and Executive Committee, for the purpose of transacting any and all business as may come before the meeting. Election results shall be announced for all seats and offices which were contested in the mail balloting procedure set out below. The annual meeting of members for the purpose of conducting business, the General Meeting, shall be held in conjunction with the corporation's annual conference and considered a regular meeting. If the day fixed for a regular meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

### **SECTION 3. SPECIAL MEETINGS OF MEMBERS**

Special meetings of the members shall be called by the Board of Directors, Chairperson of the Board, or the President of the corporation, or, if different, by the persons specifically authorized by the laws of this state to call special meetings of the members.

#### **SECTION 4. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than ninety (90) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at her or his address as it appears on the records of the corporation, with postage prepaid. Personal notification includes face to face contact, notification by telephone, electronic mail, or by facsimile machine, provided that, in the case of the facsimile notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or phone call within twenty four hours of the first facsimile transmission.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election at the time the notice is given.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be the equivalent to the giving of such notice.

#### **SECTION 5. QUORUM FOR MEETINGS**

A quorum shall consist of twenty-five (25) percent of the voting members of the corporation. In the event that a General Meeting does not have a quorum, chapter business may be conducted by mail.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion the Chair shall entertain at such a meeting is a motion to adjourn.

#### **SECTION 6. MAJORITY ACTION AS MEMBER ACTION**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

#### **SECTION 7. VOTING RIGHTS**

Each member in good standing present or represented by proxy at a regular or special meeting is entitled to one vote on each matter submitted to a vote by the members. To facilitate informed proxy voting, an agenda for each General Meeting shall be circulated to the membership not later than thirty (30) days prior to the meeting. This agenda may appear in the chapter newsletter. Voting at duly held meetings shall be by voice vote or show of hands. Election of Officers and Directors, however, shall be written ballot.

#### **SECTION 8. ACTION BY WRITTEN BALLOT**

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, any action which may be taken at a regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. set forth the proposed action;
2. provide an opportunity to specify approval or disapproval of each proposal;

3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors or officers, state the percentage of approvals necessary to pass the measure submitted; and

4. shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors and officers must be elected by written ballot. Such ballots for the election of directors or officers shall list the persons nominated at the time the ballots are mailed or delivered.

### **SECTION 9. CONDUCT OF MEETINGS**

Meetings of the members shall be presided over by the Chairperson of the Board, or if there is no Chairperson or, if she or he so delegates, or in his or her absence, by the President of the corporation or, in her or his absence, by the Vice President of the corporation or, in the absence of all those persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the members, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

### **SECTION 10. ELECTION OF DIRECTORS**

Election of Directors shall take place simultaneously with the election of officers. The four officers elected by the membership shall also serve identical terms as Directors of the corporation. The fifth seat on the Board of Directors shall be filled by the most recently elected member of the Executive Committee holding an open seat. The Past President shall serve for two years on the Board of Directors. If there is no new Past President at the end of two years (i.e. of the current president is re-elected), the Board of Directors shall only consist of five members. In the year when two (2) Open Seat members are elected, the Open Seat member who receives the most votes will serve on the Board of Directors.

### **SECTION 11. ELECTION OF OFFICERS**

Election of the four officers shall take place via mail ballot sent to the membership. A written call for nominations shall be sent to the membership not later than ninety (90) days prior to the beginning of the next General Meeting. The nomination period shall be open for thirty days from the postmark of the call for nominations. After the close of nominations, but not later than fifty (50) days prior to the beginning of the next General Meeting, an official ballot shall be sent to all members eligible to vote at that time. The ballot shall be accompanied by a document containing biographical and/or philosophical statements filed by candidates during the nominations period. Voting shall remain open for thirty (30) days from the postmark date of the ballot. Validity of completed ballots for timeliness reasons, shall be determined by their postmark date.

Each voting member shall cast no more than one vote in each officer category. They may abstain if they desire.

The first election of officers following the ratification of this document shall be overseen by the Executive Committee already in place or a committee it appoints for that purpose. In this first election, the President and Vice President shall be elected to two year terms, the Secretary and Treasurer to one year terms. All future elections of officers shall be for two year terms, as the expiration of existing terms are anticipated.

## **SECTION 12. ELECTION OF OPEN AND STUDENT SEATS**

Election of the three (3) open seats and two (2) student seat on the Executive Committee shall take place by mail ballot sent to the membership. In odd numbered years, one open seat member will be elected. In even numbered years, two open seat members will be elected. A call for nominations shall be sent to the membership not less than ninety (90) days prior to the beginning of the next General Meeting. The nomination period shall be open for thirty days from the postmark of the call for nominations. After the close of nominations, but not later than fifty (50) days prior to the beginning of the next General Meeting, an official ballot shall be sent to all members eligible to vote at that time. The ballot shall be accompanied by a document containing biographical and/or philosophical statements filed by candidates during the nominations period. Voting shall remain open for thirty (30) days from the postmark date on the ballot. Validity of ballots for timeliness reasons will be determined by their postmark date.

Each voting member shall cast a number of votes equal to the number of open seats being elected, one per candidate. Members may abstain if they desire. Candidates for the student seat must certify that they will remain students at least for the academic year in which they are elected.

At the first election for open seats on the Executive Committee after the ratification of this document, the highest vote getter shall be elected to a two year term, the second highest to a one year term. the highest vote getter for the student seat shall be elected to a two-year term. All future elections for these seats shall be for two year terms, as the expiration of existing terms are anticipated.

