

U. S. Branch of the International Association of Music Libraries, Archives and Documentation Centres, Inc.
University of Maryland at College Park
Clarice Smith Center for the Performing Arts at Maryland:
Special Collections in the Performing Arts, College Park, MD 20742-7011

**THE U.S. BRANCH OF THE INTERNATIONAL ASSOCIATION
OF MUSIC LIBRARIES, ARCHIVES AND DOCUMENTATION CENTRES, INC.**

BY-LAWS

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ARTICLE I
Name and Location

Section 1.01 Name: The name of this Corporation is The U.S. Branch of the International Association of Music Libraries, Archives and Documentation Centres, Inc., a non-stock, non-profit corporation incorporated in the State of Maryland.

Section 1.02 Location: The principal office of the Corporation shall be located University of Maryland, Clarice Smith Center for the Performing Arts at Maryland: Special Collections in the Performing Arts, College Park, Maryland 20742-7011, and at such other places as the Board of Directors may, from time to time, designate.

ARTICLE II
Purposes

Section 2.01 Purposes: The Corporation is organized and shall be operated exclusively for charitable or educational purposes. Its purposes shall be to complement the programs, initiatives and goals of federal, state and local government agencies and instrumentalities; to lessen governmental burdens; to accomplish at the national level such tasks as the International Association of Music Libraries, Archives and Documentation Centres, Inc. (IAML) undertakes internationally and to collaborate in all the activities that the Association of Music Librarians (the "Association") deems necessary, as well as to serve national needs in areas that concern the Association; to bring together the Members to exchange ideas, discuss problems, and assist in the work of the parent body; to cooperate with other library and musical organizations; most particularly with the Music Library Association; to promote, in general, the purposes of IAML.

ARTICLE III
Members

Section 3.01 Composition: Membership shall consist of one class, to be designated as

regular. The membership shall consist of (i) persons who are recognized representatives of the International Association of Music Librarians (IAML) and who reside in the U.S.; and (ii) persons designated as a representative of a U.S. institution recognized by representatives of IAML.

Section 3.02 Voting: Each member shall be entitled to one vote on each matter submitted to a vote of the members. All votes shall be done by ballot, mailed to the members.

Section 3.03 Assignability, Resignation: Membership in this Corporation is not transferable or assignable and no assignee or transferee, whether by operation of Law or otherwise, shall be entitled to membership in this Corporation or to any property rights or interests in this Corporation. Any member may resign by filing a written resignation with the Secretary.

Section 3.04 Powers: The Members shall have the authority to elect the Corporation's officers and to remove the officers, with or without cause, to approve, adopt, amend the Corporation's Articles of Incorporation and By-Laws, and to approve a merger, consolidation, dissolution or sale of substantially all of the assets of the Corporation. These powers shall be exercised by a majority vote, except as otherwise provided herein.

Section 3.05 Meetings: An annual meeting of the members of the Corporation shall be held each year, normally during the annual winter conference of the Music Library Association. Members shall be notified not less than thirty (30) days in advance of this meeting. Special meetings may be called by the President as deemed necessary. Written notice of the time and location of the meeting shall be provided five business days prior to any special meeting. A quorum for any meeting shall consist of ten percent of the individual members, but substantive matters shall be submitted to a mail vote of the entire membership. Members may take actions without meetings, by voting on ballots mailed to them. Members may take action by ballot voting through a majority of members voting or by that percentage that may be required by statute, whichever is less.

Section 3.06 Limitations on Members: This Corporation shall be a non-profit Corporation and any net income which may be derived from its operations, in pursuance of the purposes set out here shall not inure to the benefit of any member, but shall be used to promote the charitable purposes of the Corporation.

Section 3.07 Dues: Annual dues and special assessments must be paid by members as a condition of membership. Members who fail and refuse to pay annual dues and special assessments will be dropped from membership. Special assessments can be made only by majority vote of the Corporation's members.

ARTICLE IV
The Board of Directors

Section 4.01 Powers: Except as provided herein, the business of the Corporation shall be managed by a Board of Directors. Except as otherwise provided herein, the Board shall exercise all of the powers of the Corporation, control its property and conduct its affairs. The Board may seek advice on particular issues from committees that it establishes, and delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may determine, except as otherwise provided by law or these By-Laws. The Board of Directors shall (i) approve the slate of candidates for office to be presented to the Members; (ii) be responsible for fiscal decisions of the Corporation; (iii) make appointments, as needed and as provided by IAML Constitution and Rules of Procedure, to Professional Branches, Working Committees, and Project Groups; and (iv) perform other duties as specified in these By-Laws.

Section 4.02 Composition: The Board of Directors shall consist of the elected officers, the Treasurer, the immediate past President of the Corporation, and any members of IAML who hold offices on the Board of Directors of IAML. The Treasurer shall be appointed by the President with the approval of the Board of Directors. The Treasurer and IAML Board members shall be non-voting members.

Section 4.03 Election: The Board of Directors named in the Articles of Incorporation shall serve until new directors are duly elected and qualified. All Directors shall serve for three year terms or for such other terms as shall be determined by the Members. Each director elected by the Members shall hold office until his or her successor is duly elected and qualified.

Section 4.04 Resignation: Any Director may resign at any time by filing a written resignation with the Board, the President or Secretary of the Corporation.

Section 4.05 Removal: Any Director may be removed from office at any time by the Members.

Section 4.06 Vacancies: If any of the positions on the Board become vacant, the Members may then fill a vacancy by a majority vote of the members of the Corporation. A Director so elected by the Members to fill a vacancy shall be elected to fill the unexpired term of the directorship and shall hold office until the next election and until his or her successor is duly elected and qualified. In the event of a vacancy, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled. If a person or persons become qualified for a position on the Board for which no person previously had been qualified, the Members may expand the number of directors to accommodate such nominee, and shall elect a new director having the necessary qualifications for that position on the Board at the next annual meeting of the Members.

Section 4.07 Compensation of Directors: The Board may authorize the reimbursement of reasonable expenses incurred in connection with service on the Board. No director shall be compensated by the Corporation for service on the Board of Directors, although directors may receive compensation for service in other capacities.

ARTICLE V

Meetings of the Board of Directors and Voting

Section 5.01 Regular Meetings: Regular meetings of the Board of Directors shall be held semi-annually during each year at such date, time and place as the President shall designate.

Section 5.02 Special Meetings: Special meetings of the Board of Directors may be called at any date, time and place by the President.

Section 5.03 Notice of Meetings: Notice of all regular or special meetings of the Board of Directors shall be given not less than five (5) calendar days nor more than fifty (50) calendar days before the date of the meeting in writing by mail. Such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to Directors may also be given by telefax. Neither the business to be transacted at, nor the purpose of any meeting of the Board need be specified.

Section 5.04 Waiver of Notice: Whenever any notice is required to be given under the provisions of the Maryland General Corporation Law or under the provisions of the Articles of Incorporation or by the By-Laws of the Corporation, a waiver thereof in writing signed by the persons or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall also constitute a waiver of such notice, except where the Director attends the meeting for the express purpose of objecting, promptly upon his arrival, to the transaction of any business because the business was not lawfully called or convened.

Section 5.05 Quorum: A majority of the Board of Directors but more than two board members, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.06 Voting: All Directors may participate in a meeting of the Board of Directors and shall be entitled to one (1) vote. Unless otherwise specifically provided by law or by these By-Laws, the act of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.07 Meetings by Telephone: The Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment through

which all Directors participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence at such meeting.

Section 5.08 Action Without a Meeting: The provisions of these By-Laws concerning notices and meetings to the contrary notwithstanding, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the members of the Board consent thereto in writing setting forth the action so taken, before or after such action, and the consents are filed with the minutes of proceedings of the Board. Such consents shall have the same effect as a unanimous vote of the Board for all purposes.

ARTICLE VI

Committee Structure

Section 6.01 Authorization: The Board of Directors may, by resolution adopted by a majority of the Directors in office, appoint an Executive Committee, and such other regular or special committees as the Board of Directors, in its discretion, may deem appropriate, from time to time. Each committee, to the extent provided by resolution of the Board of Directors, shall have and may exercise the authority of the Board of Directors in the management of the business and affairs of the Corporation. The Board shall designate a chairman for each such committee. In addition, the Board of Directors may, by resolution adopted by a majority of the Directors in office, appoint one or more Advisory Committees comprised of persons to provide advice to the Corporation regarding the achievement of its corporate purposes. Such Advisory Committees shall have no authority to participate directly in the management of the business and affairs of the Corporation, but shall serve an advisory function only, upon such terms as the Board of Directors, in its discretion, may deem appropriate, from time to time.

Section 6.02 Membership: Membership on committees which are authorized to exercise the authority of the Board of Directors in the management of the business and affairs of the Corporation shall be restricted to members of the Board of Directors. Any committee shall have the power to elect a member of such committee as its chairman, except as provided by resolution of the Board of Directors.

Section 6.03 Records: Each committee shall keep a record of its proceedings. All actions of the Executive Committee or any other committee formed hereunder shall be reported to the Board of Directors at the meeting thereof next succeeding the taking of such action.

Section 6.04 Term of Office: A committee member shall serve until the first quarterly meeting of Directors of the year following his or her appointment and until his successor is appointed, unless such committee shall sooner be abolished, or unless such member is removed or ceases to qualify as a member thereof. Committee members may be removed only by the Board. Such removal may be with or without cause.

Section 6.05 Vacancies: Vacancies in the membership of any committee shall be

filled by appointments made in the same manner as original appointments, and any member so appointed shall serve for the unexpired term of his predecessor.

Section 6.06 Quorum: Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum. The act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6.07 Rules: Each committee may adopt such rules for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules shall be consistent with law, the Articles of Incorporation, and these By-Laws. Regular minutes shall be kept of all committee proceedings.

Section 6.08 Nominating Committee The President shall appoint three or more members to the Nominating Committee at least six months before elections are to be held. The Committee shall submit a slate of candidates for office to the Board in sufficient time for Board approval and preparation of the ballots for mailing. No member shall serve consecutive terms on this Committee.

ARTICLE VII

Officers

Section 7.01 Officers: The officers of the Corporation shall consist of a President, two Members at large, a Secretary and a Treasurer. The Officers shall be elected by the Members by mail ballot and annually thereafter by mail ballot held in the first quarter of the year. Only those holding individual memberships shall be eligible for office. Elections shall be decided by a majority of the ballots cast by the membership. Any two (2) or more officers may be held by the same person, except the offices of President and Past President. A person who holds more than one office may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be acknowledged or verified by more than one officer. Vacancies may be filled or new offices filled at any meeting of the Board. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified or until the officer's death or until the officer shall resign or shall have been removed in the manner hereinafter provided. No member shall serve consecutive terms in the office of Member-at-large. New officers assume office at the adjournment of the meeting at which the election results are announced. The term of all officers is three (3) years.

Section 7.02 Removal: Any officer elected or appointed by the Board of Directors may be removed from office by a vote of the Board whenever in its judgment the best interests of the Corporation will be served thereby. Removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 7.03 President: The President shall be the chief administrative officer of the Corporation and shall be responsible for the operation of the Corporation and any of its facilities. The President shall have the authority to enter into any contract on behalf of the Corporation authorized either generally or specifically by the Board of Directors. The President shall perform all the duties customarily incident to the position of Chief Administrator, subject to the control of the Board of Directors, and such other duties as shall, from time to time, be assigned by the Board of Directors. The President shall appoint individuals and committees as needed to perform functions for the Corporation, or to assist members of the Corporation in performing functions for IAML. The President shall serve as the official national delegate on the Council of IAML and submit an annual summary report of the U.S. Branch's activities to IAML.

Section 7.04 Secretary: The Secretary shall act as Secretary of all meetings of the Board of Directors, and shall keep the minutes of all such meetings in a book provided for that purpose. The Secretary shall perform all duties customarily incident to the office of Secretary, subject to the control of the Board of Directors and such other duties as shall, from time to time, be assigned to him or her by the Board of Directors. The Secretary shall be responsible for mailing to the members hip of financial reports and dues notices.

Section 7.05 Treasurer: The Treasurer shall have the custody of all funds and securities of the Corporation which may come into the Treasurer's hands. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all monies and other valuable effects of the Corporation in such banks or depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors, whenever it may require it, a statement of accounts. The Treasurer shall perform all the duties customarily incident to the office of Treasurer, subject to the control of the Board of Directors, and such other duties as shall, from time to time, be assigned to her/him by the Board of Directors. The Treasurer shall maintain the membership files and provide current membership information to the Secretary. The Treasurer shall be responsible for mailing to the membership the financial reports an dues notices.

Section 7.06 Members-At-Large: The Members at Large shall attend all meetings of the Board of Directors. The Members-At-Large shall perform other related duties as designated by the President, to include assembling reports to be submitted to the International Secretary-General and other officers.

Section 7.07 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term. The Secretary shall convene the Board for this purpose.

Section 7.08 Bonds: If the Board by resolution so require, any office or agent of this

Corporation shall give bond to the Corporation in the amount and with the surety that the Board may deem sufficient, conditioned upon the faithful performance of his respective duties and offices.

Section 7.09 Reimbursement of Expenses: The Board may authorize the reimbursement of officers' reasonable expenses incurred in connection with service to the Corporation.

ARTICLE VIII **Budgets and Business Plans**

Each year, the Board may adopt a budget for the Corporation, covering all direct and indirect expenses of the Corporation for the coming year. The Board shall undertake the review and approval of periodic accounting reports and an annual audit completed by an independent certified public accountant as provided for in Section II below. In addition, the Board may adopt from time to time a business plan for the Corporation.

ARTICLE IX **Contracts, Loans, Deposits**

Section 9.01 Contracts: The Board may authorize any agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 9.02 Loans: No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board. Such authority shall be confined to specific instances. No loan shall be made to any officer or director of the Corporation.

Section 9.03 Checks, Drafts, and Orders for Payment: All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by one or more officers or agents of the Corporation, in the manner as shall from time to time be determined by resolution of the Board.

Section 9.04 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 may select.

ARTICLE X **Indemnification**

Section 10.01 Indemnification: The Corporation shall, to the fullest extent permitted by Maryland Corporations and Associations Code Section 2-418, as that Section may be

amended and supplemented from time to time, indemnify any director, officer, agent or employee which it shall have power to indemnify under that Section against any expenses, liabilities or other matters referred to in or covered by that Section. The indemnification provided for in this Article (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement or vote of disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office, (ii) shall continue as to a person who has ceased to be a director, officer, agent or employee and (iii) shall inure to the benefit of the Corporation's obligation to provide indemnification under this Article shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the Corporation or any other person.

ARTICLE XI

General Provisions

Section 11.01 Fiscal Year: The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 11.02 Auditing and Reports: At the close of each fiscal year, the books and records of the Corporation shall be audited by a person or persons designated for that purpose by the Board of Directors. The Treasurer shall prepare annually a full and correct statement of the fiscal affairs of the Corporation, including a balance sheet and financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the Board and filed with the Secretary.

Section 11.03 Corporate Seal: The corporate seal shall be in such form as shall be approved by the Board of Directors.

Section 11.04 Waiver of Notice: Whenever any notice whatsoever is required to be given by law, by the Articles of Incorporation or by these By-Laws, a waiver of such notice either in writing signed by the person entitled to such notice or such person's duly authorized attorney, or by telegraph, cable or any other available method, whether before, at or after the time stated in such waiver, or the appearance of such person or persons at such meeting in person or by proxy, shall be deemed equivalent to receipt of such notice.

Section 11.05 Articles of Incorporation: All references in these By-Laws to the Articles of Incorporation shall be deemed to refer to the Articles of Incorporation of the Corporation, as amended and in effect from time to time.

Section 11.06 Severability: Any determination that any provision of these By-Laws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these By-Laws.

Section 11.07 Pronouns: All pronouns used in these By-Laws shall be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the person or persons may require.

Section 11.08 Dissolution: Upon dissolution or other termination of the Corporation, any assets remaining shall be distributed to IAML or, in the event IAML is dissolved, the assets shall be distributed to the Music Library Association.

Section 11.09 Books and Records: The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, the Board and the committees.

Section 11.10 Parliamentary Authority: The rules contained in the current edition of Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Corporation or IAML may adopt.

ARTICLE XII **Amendments**

Section 12.01 Amendments: Any member or group of members may propose changes or additions to these Bylaws-in writing-to the President. The President will appoint a special committee to study the proposals and write statements for and against them. The proposed amendments, with arguments pro and con, will be submitted to a mail vote of the Members. The By-Laws shall be amended in the event of a favorable vote by two third of those voting Members.