

The DSA Constitution and By-Laws

DALCROZE SOCIETY OF AMERICA, INC. CONSTITUTION

ARTICLE I. NAME.

The name of this organization shall be the Dalcroze Society of America, Inc., hereinafter referred to as the "Society."

ARTICLE II. PURPOSE.

The Society is a nonprofit corporation dedicated to the purpose of promoting the artistic and pedagogical principles of Emile Jaques-Dalcroze through educational workshops, publications, financial and consultative assistance, and the encouragement of local chapters throughout the United States.

ARTICLE III. MEMBERSHIP.

The membership of the Dalcroze Society of America, Inc., shall consist of individuals and organizations interested in learning, utilizing and promoting the method of musical instruction founded by Emile Jaques-Dalcroze, known as Dalcroze Eurhythmics. Such membership shall be divided into the following five categories:

1. "Patron"—open to individuals, nonprofit associations, or organizations outside the music industry;
2. "Participating"—open to individuals;
3. "Student"—open to full-time students;
4. "Honorary"—conferred on individuals in recognition of their outstanding contributions in the field of Dalcroze Eurhythmics;
5. "Music Industry Patron"—a company entitled to exhibit at any Society-sponsored function.
6. "Institutional/Library"—open to schools and organizations wishing to receive the *American Dalcroze Journal* for the use of their students and patrons.

ARTICLE IV. ORGANIZATION.

Section 1. The business and affairs of the Dalcroze Society of America, Inc., shall be managed by a board of five (5) persons. The Executive Board is empowered to plan, facilitate and execute only such policies as established by the membership.

Section 2. The Executive Board shall be comprised of the President, Vice President, Secretary, Treasurer, and Editor of the *American Dalcroze Journal*. The President, Vice President, Secretary, and Treasurer shall be elected biennially by the members of the Society. Any of these officers may run for reelection at the end of the initial term, with a limit of two consecutive terms of service in the same position. The Editor of the *American Dalcroze Journal* shall be appointed to a two-year (renewable) term of office by the four elected officers.

Section 3. The Executive Board shall be assisted by an Advisory Board consisting of three or more past officers of the Executive Board.

DALCROZE SOCIETY OF AMERICA, INC. BY-LAWS

ARTICLE I. MEMBERSHIP.

Section 1. The annual membership period shall extend from July 1 to June 30 of the following year. Annual dues shall be assessed on or before June 15 and be payable by July 1 prior to the new membership period as follows:

1. "Patron"—\$70 or more;
2. "Participating"—\$45 for memberships in the US; \$55 for members in Canada, Mexico, and overseas
3. "Student"—\$25;
4. "Honorary"—none;
5. "Music Industry Patron"—\$65.
6. "Institutional/Library"—\$85.

Section 2. Each member shall be issued a membership card from the Society evidencing membership in the Society for the applicable membership period.

ARTICLE II. MEMBERSHIP MEETINGS.

Section 1. The time and place of meetings of the membership shall be determined by the Executive Board.

Section 2. All national conferences will include a general membership meeting for the election of officers and the transaction of other business of the Society. In years in which national conferences are not held, an annual report shall be prepared and sent to the membership in July. Business items requiring a vote of the membership may be presented at membership meetings or may be presented through US Mail, electronic mail, and/or the *American Dalcroze Journal* at any time.

Section 3. Written notice of the time and place of each meeting of the membership shall be sent to the address of each member.

Section 4. A meeting of the membership may be adjourned by a majority of the membership present. No further notice is required, other than an announcement at the first meeting.

Section 5. The presence in person of ten percent of the membership entitled to vote shall constitute a quorum, and for the purpose of electing officers the casting of a mail ballot (Article II, Section 8) shall be counted in establishing a quorum. In case more than one adjournment of the meeting called for the election of officers shall have been taken, the members who attend the second adjourned meeting, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing officers.

Section 6. Meetings of the membership shall be presided over by the President of the Society, or, if absent, by the Vice President. The duties of the Secretary at such meetings shall be performed by the Secretary of the Society, or, if absent, by such person as the presiding officer shall designate.

Section 7. At all membership meetings each member present at the meeting and current in annual dues shall be entitled to one vote. Music Industry Patrons are not entitled to vote.

Section 8. Election of officers may take place in a variety of ways. A member may vote either by mail ballot, by electronic means, or in person at a meeting convened for this purpose. In years in which elections coincide with a national conference, elections will take place during the Business Meeting of the conference. Otherwise, the date of election will be determined by the Elections Officer (see Article VI, section 2). The Elections Officer or another person designated by the Executive Board will be responsible for sending each member instructions for voting, notification of the designated date of election, and a list of the candidates for election, either by regular or electronic mail, along with a ballot containing the names of the nominees and a provision for inserting the name of some other member for whom the vote is to be cast. These ballots shall be sent no less than four weeks before the designated date of election.

Email and appropriate electronic polling features may also be used, depending on the availability of such technology; in these cases, suitable procedures for voting will be devised and communicated to the membership no less than four weeks before the designated end of the voting period. On the date of election, the Elections Officer will cast the votes on the mail-in and/or electronic ballots received from the membership. If the election occurs at a membership meeting at a national conference, the Elections Officer will also tally the votes of the members voting in person at the meeting and will preside in the administration of the actual election process. Each member is entitled to one and only one vote; prior to the casting of the ballots, a member may revoke his or her vote by communicating with the Elections Officer or by appearing at the membership meeting and changing his/her vote.

ARTICLE III. EXECUTIVE BOARD.

Section 1. The Executive Board shall meet at least twice a year at such time and place as may be determined by either the President or the other officers. Conference calls may substitute for an Executive Board meeting, provided that a majority of the Board participate, that an agenda be sent beforehand, and that minutes be taken during the conference call and distributed to Board members within the month following the call.

Section 2. Special meetings of the Executive Board may be called by the President or by any two members of the Executive Board who submit a written request to the President. Notice stating the time and place of such meeting shall be given to each Executive Board member at least five days prior to the date fixed for such meetings.

Section 3. Meetings of the Executive Board shall be presided over by the President, or, in the absence of the President, by the Vice President. The duties of the Secretary at meetings of the Executive Board shall be performed by the Secretary of the Society, or, if absent, by any Executive Board member.

Section 4. A quorum of the Executive Board shall consist of a majority of the Board. In addition, actions of the Executive Board may be approved in writing by members of the Board, and shall be as valid as though authorized at a regularly convened meeting of the Executive Board.

Section 5. Any meeting of the Executive Board at which a quorum is present may be adjourned by vote of a majority of the Board members present. No further notice is required other than an announcement at the first meeting.

Section 6. Any Board member may resign at any time by giving written notice to the President or the Secretary of the Society. The resignation of any Board member shall take effect at the time specified therein, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 7. In the event that an elected or appointed Executive Board member is unable or unwilling to fulfill the duties of his or her office, or if he or she habitually fails to perform critical duties of the Society in a minimally acceptable or timely manner, he or she may be removed by a majority vote of the entire Executive Board. The member in question retains his/her right to vote on this issue. In these cases, the Board member in question must be notified by the President in writing that such action is imminent. If one month passes after such notification without improvement, the Board member will receive a second warning. After a second month without improvement, the President will notify the member that a formal vote will be taken, and will schedule a meeting or conference call for the purpose of taking such a vote. Every good-faith effort to accommodate the schedules of all Board members must be made when scheduling this meeting.

Section 8. Vacancies on the Executive Board shall be filled by a majority of the remaining members of the Board, although less than a quorum, and each person so elected shall be a Board member until a successor is elected at the next official election. A vacancy in the office of President shall be filled by the Vice President for the remainder of the term, and where both offices are vacant the Secretary shall act as President until the election of a new president by the membership.

Section 9. The Executive Board shall be advised by an Advisory Board consisting of past Executive Board members. Advisory Board members should be nominated and solicited by the Executive Board, and will serve for the duration of the term of the Board, or until such time as they and the Board agree that their service will come to an end.

ARTICLE IV. DUTIES.

Section 1. The President shall be the chief executive officer of the Society, shall preside at all meetings and shall make such appointments as are authorized by these By-Laws and the Executive Board.

Section 2. The Vice President shall have power similar to that of the President but which may be exercised only in the absence or inability of the President to act. In the event of a vacancy in the office of President, the Vice President shall complete the remaining term of office.

Section 3. The Secretary's duties shall include the keeping of a correct record of all meetings of the Society and of the Executive Board and to send out such notices as are required. The Secretary is responsible for answering any general inquiries about the Society, or for directing such inquiries to the appropriate person.

Section 4. The Treasurer shall collect and disburse all monies of the Society, pay all bills upon approval of the Executive Board and shall submit his or her books for annual audit. The Treasurer shall also report on the financial status of the Society at each meeting of the Executive Board and each membership meeting. She or he shall be responsible for the collection of dues from members and shall maintain an up-to-date membership list which is periodically sent to the Journal Editor. The treasurer shall be responsible for paying yearly dues to the F.I.E.R. of ten percent of the active member dues collected.

Section 5. The Editor of the *American Dalcroze Journal* shall be responsible for the publication of the journal and shall maintain a membership list parallel to that of the Treasurer.

Section 6. The Executive Board may appoint an Assistant Secretary, Assistant Treasurer or Managing Editor at its discretion.

Section 7. Duties such as planning of the biennial conference, processing and administration of scholarship awards, maintaining the membership database, and other ongoing duties shall not be tied to particular positions but shall be distributed among the members of the Executive Board as their experience and abilities permit. In all cases the President shall bear final responsibility for the adequate performance of these duties.

ARTICLE V. CONTRACTS, LOANS, NOTES, ETC.

Section 1. The Executive Board, except as otherwise provided in these By-Laws, may authorize officers, employees, or agents to enter into any contract or incur debt in the name and on behalf of the Society. Such authority may be general or confined to specific instances. Without proper authorization by the Executive Board, no such action may be taken.

Section 2. All notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officers and in such manner as may be determined by the Executive Board.

ARTICLE VI. COMMITTEES.

Section 1. The Executive Board may establish such committees as it deems necessary to assist the officers in carrying out the business of the corporation.

Section 2. Among the committees to be established by the Executive Board shall be an Elections Committee, chaired by an Elections Officer. The Elections Officer and all members of the committee shall be appointed by the Executive Board, and may not be members currently seeking election. It shall be the function of the Elections Officer to present to the membership the names of those persons nominated for the positions to be filled on the Executive Board, in accordance with the guidelines established in Article II, section 8. The Elections Officer will also cast the votes on the mail-in ballots received from the membership before the start of the conference. Current members of the Executive Board may serve

as members of the Elections Committee if they are ineligible for or not seeking reelection.

ARTICLE VII. FISCAL YEAR.

The fiscal year of the Dalcroze Society of America, Inc., shall begin on the first day of July and end on the thirtieth day of June of each year.

ARTICLE VIII. AMENDMENTS.

The Executive Board may make, adopt, alter, amend and repeal all By-Laws of the Dalcroze Society of America, Inc., provided that such action may be revoked by the membership at a subsequent membership meeting.

ARTICLE IX. RIGHTS ON DISSOLUTION.

In the event of termination or dissolution of the Dalcroze Society of America, Inc., its remaining assets, after paying or making provision for the payment of all the liabilities of the Society, shall be distributed to (and only to) one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the members of the Society shall determine.

ARTICLE X. TRANSFER OF MEMBERSHIP.

Membership in the Dalcroze Society of America, Inc., may not be assigned or transferred under any circumstances.

CERTIFICATION OF BY-LAWS

It is hereby certified that the foregoing copy of the Dalcroze Society of America, Inc. Constitution and By-Laws is complete and accurate in all respects.

Nicole M. Brockmann, President
On behalf of the Executive Board,
Dalcroze Society of America, Inc.
April 2006