

## By-Laws Adopted at the 2016 Annual Meeting

### ARTICLE I

#### NAME

The name of the organization is The Musical Box Society International, abbreviated as MBSI and referred to in these bylaws as "the society."

**Note:** This article was last revised in August 2016.

### ARTICLE II

#### DEFINITIONS

1. **AUTOMATIC MUSIC INSTRUMENTS:** "Automatic music instruments" include musical boxes (instruments which play music via the plucking of teeth on a tuned steel comb through various mechanisms); musical automata; orchestrions; player and reproducing pianos and organs; phonographs; and self-playing stringed, wind, and percussion instruments of any kind.

2. **The Board:** "The board" means the society's board of trustees. See Article V.

3. **The Journal:** "The journal" means the society's publication "Mechanical Music," subtitled, "Journal of the Musical Box Society International, Devoted to All Automatic Musical Instruments."

**Note:** This article was last revised in August 2016.

### ARTICLE III

#### MEMBERSHIP

**Section 1.** A membership is defined as a household membership and shall include one or two adults and immediate family residing in that household. Each household membership is entitled to one set of publications. Each adult member shall be entitled to one vote, to a maximum of two per membership. Previously established honorary memberships remain in full force and effect, but no new honorary memberships will be established.

**Section 2.** An interest in studying and/or collecting automatic music instruments and a desire to disseminate information about these instruments shall be required for membership.

**Section 3.** All members shall abide by the bylaws of the society.

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**Section 4.** A membership applicant is entitled to all the rights and privileges of membership when the applicant's completed membership application and first-year dues are received by the society's administrator.

**Section 5.** Dues are payable annually in advance. Any changes in dues must be approved by the board and by a majority of the members attending the business meeting at an annual meeting. In the event that a quorum is not present at the annual meeting, the dues shall remain unchanged.

**Section 6.** A membership is not transferable.

**Section 7.** No member shall have the power to act as an official representative of the society in any way, or to use the official society letterhead, unless acting within the scope of authority of an official society position the member holds, specifically authorized by official Policies and Procedures adopted by the board, or authorized in writing for a specified purpose and term by the Executive Committee.

**Note:** This article was last revised in August 2016.

### **ARTICLE IV**

#### **CHAPTERS**

**Section 1.** Members of the society are encouraged to form regional chapters for the purposes of allowing frequent meetings and closer contact of members in a given area.

**Section 2.** Any group of ten household memberships may petition the board for recognition as a chapter after setting up a preliminary organization and electing officers, including a chapter chair. If deemed in the best interests of the society, the board shall issue a chapter charter. The petition may be resubmitted after one year if the charter is denied.

**Section 3.** The bylaws, policies, procedures, and events adopted or hosted by a chapter may not conflict in any way with the charter, bylaws, policies, procedures or events of the society.

**Section 4.** Local dues may be levied by the chapters.

**Section 5.** All members of a chapter must also be members in good standing of the society.

**Section 6.** No chapter shall have the power to act for the society in any way unless specifically authorized by the board to do so.

**Note:** This article was last revised in August 2016.

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### ARTICLE V

#### BOARD OF TRUSTEES

**Section 1.** The affairs of the society shall be managed by a board composed of not less than 5 or more than 25 trustees. The number of trustees within this range shall be set by the board from time to time, provided that a two-thirds majority of the trustees then holding office shall be required to change the number of trustees and that no decrease in the number of trustees may shorten the term of any incumbent trustee.

**Section 2.** A majority of the trustees currently in office shall constitute a quorum. Each trustee shall have one vote. Unless otherwise required by the bylaws or law, and provided that a quorum is present when a vote is taken, the vote of a majority of the trustees present when a vote is taken becomes the act of the board.

#### **Section 3.**

a. A trustee must be present at a board meeting in order to vote at that meeting. No proxy votes are permitted.

b. Participation by a conference telephone or similar communications equipment, or by electronic video screen communication, shall constitute presence in person provided that all persons participating in the meeting can hear each other at the same time. Trustees so participating are entitled to participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board. Requests by individual trustees, or officers, to so participate in a meeting must be approved by a majority of the trustees physically present at that meeting. Approval by two-thirds of the trustees holding office is required to schedule a meeting in which all trustees and officers participate by the means described in this subsection.

c. Action may be taken without a meeting if all members of the board consent in writing or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the consents shall be filed with the minutes of the proceedings of the board.

**Section 4.** The board shall be vested with full power to develop the goals of the society consistent with the charter and bylaws; monitor actions of the officers of the society; exercise general supervision over receipts and expenditures, as well as the acquisition, custody, utilization and disposition of society assets and approve ongoing long-range financial planning; adopt policies and procedures for the conduct of the affairs of the society consistent with the charter and these bylaws; set policy and exercise general supervision over publications activities; grant charters to new chapters;

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approve temporary appointments to fill vacancies in any elective office; regulate advertising policy of the society; act in the interest of the society in compliance with its charter and bylaws; authorize the employment of a certified public accountant to audit or review the treasurer's report and financial records annually and at the expiration of a treasurer's term of office; and approve the appointment of paid clerical and legal help as needed.

The board may take and hold by gift, grant, devise, bequest, loan or purchase, in their own right or in trust, articles suitable for preservation and exhibition and such other real and personal property as may be appropriate for carrying out the purposes and aims of the society. And the board shall have the authority to buy, sell, mortgage, let or otherwise use and dispose of the property as they shall deem in the best interests of the society.

**Section 5.** Trustees serve without compensation, but may be reimbursed for authorized, budgeted expenses incurred on behalf of the society. Reimbursement for expenses not covered by the society's budget requires approval by the board or the Executive Committee, except that reimbursement for unbudgeted individual line item expenses of \$500 or less may be approved by the president. Reimbursable expenses do not include personal expenses incurred in attending society meetings or events such as meals, lodging, and travel expenses.

**Note:** This article was last revised in August 2016. See also New York Not-For-Profit Corporation Law statute §§ 102, 702, and 708 (N.Y. NPC Law §§ 102, 702, 708), Board of Regents of the University of New York regulation 3.27 (8 CRR-NY 3.27) and the MBSI charter granted by the Board of Regents of the University of the State of New York.

## **ARTICLE VI**

### **TRUSTEES: TERMS OF OFFICE**

**Section 1.** Each trustee shall be elected for a term of four years, and shall be eligible for reelection to one additional consecutive four-year term. After serving eight consecutive years, a trustee may be renominated for election after four years have elapsed. The term of office shall begin and end immediately following an annual meeting of the members.

**Section 2.** If a nominee for the office of president is not a current trustee, he or she is automatically and simultaneously nominated to a four-year term as such. If a trustee is elected president during the second, third or fourth year of his or her first term, he or she will automatically serve a second four-year term as trustee. If elected president during the trustee's second term, trusteeship will extend beyond the normal four-year term and expire with the completion of two years of service on the Executive Committee as immediate past president. A trustee ending two consecutive

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terms and then elected president may serve a third consecutive four-year term as trustee, but then is not eligible for reelection as an officer or trustee until four years have elapsed. A president relinquishing office prior to completion of his or her term must relinquish the office of trustee at the same time if his or her election as a trustee occurred simultaneously with election as president.

**Section 3.** If a vacancy occurs on the board, the president of the society may make an interim appointment, from eligible candidates screened by the Nominating Committee. The term of this interim appointment shall expire immediately following the next annual meeting. However, the appointee is eligible for nomination and election as a trustee following expiration of the interim appointment.

**Section 4.** A trustee may be removed without cause by majority vote of the members present at an annual meeting. A trustee may be removed with cause by a majority vote of the members present at an annual meeting, or by vote of the board provided there is a quorum of not less than a majority present at the meeting of the board at which such action is taken.

**Note:** See also New York Not-For-Profit Corporation Law § 706 (N.Y. NPC Law § 706). This article was last revised in August 2016.

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## **ARTICLE VII**

### **OFFICERS**

**Section 1.** The officers of the society shall be a president, vice president, recording secretary, and treasurer. Each officer shall give a formal report at each annual meeting.

**Section 2.** The president shall preside at all meetings of the membership and of the board; notify those who have been appointed or elected to an office or a committee; coordinate the work of the trustees; make arrangements for trustee meetings, which will occur twice annually, once in conjunction with an annual meeting and once approximately six months thereafter; prepare the agenda in advance of such meetings; and act as liaison between the Executive Committee and the board.

**Section 3.** The vice president shall act in place of the president when necessary and shall preside at meetings when the president temporarily vacates the chair, conduct the administration and announcements of trustee and literary awards and participate and advise on the administration of all other society awards, assist the president with special projects, guide and advise the chapters of the society, keep informed of committee activities, and review and recommend revisions of the bylaws.

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**Section 4.** The Recording Secretary shall prepare and keep records of society meetings, keep track of unfinished business, receive and file committee reports, receive mail ballots and provide ballot data to the Executive and Publications Committees, and keep the official society records except for those assigned by the board to the care of the Museum (Collections Management) Committee.

**Section 5.** The treasurer shall be responsible for all membership dues and fees and all monies received by the society, deposits to and withdrawals from accounts authorized by the board, authorized disbursements, and preparation of an annual financial report. An assistant treasurer may be appointed from the membership by the president with the approval of the treasurer and the Executive Committee. The treasurer shall be the chair of the Finance Committee and Endowment Fund Committee unless that responsibility is declined.

**Section 6.** Officers serve without compensation, but may be reimbursed for authorized, budgeted expenses incurred on behalf of the society. Reimbursement for expenses not covered by the society's budget requires approval by the board or the Executive Committee, except that reimbursement for unbudgeted individual line item expenses of \$500 or less may be approved by the president. Reimbursable expenses do not include personal expenses incurred in attending society meetings or events such as meals, lodging, and travel expenses.

**Note:** This article was last revised in August 2016.

### **ARTICLE VIII**

#### **OFFICERS: TERMS OF OFFICE**

**Section 1.** Officer's terms of office begin and end immediately following an annual meeting of the members.

**Section 2.** The president shall serve for two years and shall not be eligible for immediate nomination and reelection. (Also see Article VI, Section 2.)

**Section 3.** The vice president shall serve for one year and shall be eligible for reelection to one additional term.

**Section 4.** The treasurer and recording secretary shall serve in office for one year and shall be eligible for reelection to an indefinite number of terms.

**Section 5.** If a midterm vacancy occurs in the office of president, the vice president shall assume that office immediately and serve until the

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conclusion of the next annual meeting. The vice president is eligible for nomination and election to a full two-year term as president following expiration of the partial term created by the mid-term vacancy.

**Section 6.** If a midterm vacancy occurs in the offices of vice president, treasurer, or recording secretary, the president shall, in consultation with the Executive Committee, appoint a person to serve the unexpired term of office. At the conclusion of that unexpired term, the appointee will be eligible for nomination and election to the office in which he or she has been serving or any other office.

**Section 7.** Any officer appointed by the board may be removed by the board with or without cause. An officer elected by the members may be removed, with or without cause, only by majority vote of the members present at an annual meeting. However, the board may suspend for cause the authority of an officer elected by the members.

**Note 1:** See also New York Not-For-Profit Corporation Law § 714 (N.Y. NPC Law § 714). This article was last revised August 2016.

### **ARTICLE IX**

#### **OFFICERS AND TRUSTEES: QUALIFICATIONS**

**Section 1.** A candidate for trustee must have been a member of the society for four consecutive years; a member of a society chapter for at least three of the last four years; served the society for at least two years as an officer, committee member, or chapter officer; and attended at least two of the last four annual meetings.

**Section 2.** A candidate for the office of president must have been a member of the society for six consecutive years; a member of a society chapter for at least four of the last six years; served the society for at least three years as an officer, committee member, or chapter officer; and attended at least four of the last six annual meetings.

**Section 3.** A candidate for the office of vice president must have been a member of the society for four consecutive years, a member of a society chapter for at least three of the last four years, and attended at least two of the last four annual meetings.

**Section 4.** Candidates for the office of treasurer and recording secretary must have been a member of the society for four consecutive years, a member of a society chapter for at least two of the last four years, and attended at least two of the last four annual meetings.

**Section 5.** All officer and trustee candidates shall have demonstrated administrative or leadership skills, and must signify that they are able to

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attend two trustee meetings per year and will perform the duties of the office for which they are candidates.

**Section 6.** An officer or trustee, to be eligible for an additional term, must have attended a majority of trustee meetings held during his or her term of office.

**Section 7.** The treasurer and editor may not simultaneously hold office as a trustee.

**Section 8.** No more than one member of the same household may hold elective office in the society at the same time.

**Section 9.** Upon the agreement of two-thirds of the members of the Nominating Committee, any one of the criteria in sections one through four of this article may be waived with respect to a particular candidate.

**Note:** This article was last revised in August 2016.

### **ARTICLE X**

#### **PLACE OF MEETINGS AND ACTIVITIES**

The activities of the society shall be carried on principally at its annual meeting, its chapter meetings, through cooperative programs with museums and other organizations, and through the publications of the society.

**Note:** This article was last revised in August 2016.

### **ARTICLE XI**

#### **ANNUAL MEETING**

**Section 1.** The members of the society shall meet annually for the election of officers and trustees and for the transaction of such other business as may properly come before the membership. The annual meeting shall be held between July 1 and October 30. The date selected shall not conflict with significant religious holidays.

**Section 2.** The places and dates for annual meetings shall be confirmed not less than two years in advance by a majority vote of the board.

**Section 3.** The presence of 75 memberships in good standing shall constitute a quorum at the annual meeting.

**Section 4.** If a membership vote is required between annual meetings, the board may direct that a ballot be sent to the members by first-

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class mail. The results will be determined by a simple majority of the ballots returned to the recording secretary and postmarked within 30 days of the mailing.

**Section 5.** The planning and conduct of annual meetings is the responsibility of the host chapter as reviewed and approved by the Meetings Committee; however, the financial responsibility for annual meetings is that of the society. Fees shall be structured to cover expenses with neither a significant gain nor loss. Proceeds from the sale of favors and/or promotional materials beyond the number charged and distributed to registered attendees may be retained by the chapter. All other surplus is to be forwarded to the society by the host chapter and allocated as deemed appropriate by the board.

**Section 6.** All policies with regard to trading marts must be published in the notice for an annual meeting.

**Note:** This article was last revised in August 2016.

### **ARTICLE XII**

#### **EDUCATIONAL PRESENTATIONS**

Papers, workshops, or other forms of educational presentation with regard to automatic music shall be presented at all annual meetings. Chapters are encouraged to have such educational presentations at their meetings as well.

**Note:** This article was last revised in August 2016.

### **ARTICLE XIII**

#### **EXECUTIVE COMMITTEE**

**Section 1.** The Executive Committee shall be composed of the president, vice president, the immediate past president of the society and two additional trustees appointed by the board. The president of the society shall be its chair. The terms of service on the Executive Committee of the two additional trustees shall be the same as the term of office of the current president, but will automatically terminate should their terms of office as a trustee expire during that period.

**Section 2.** The Executive Committee shall be responsible for the day-to-day operation of the society. Except as provided in Section 3 of this Article, it may act for and on behalf of the board between board meetings in all matters for which provision has not been made by the board.

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**Section 3.** The Executive Committee does not have authority as to the following matters:

- a. The submission to members of any action requiring members' approval.
- b. The filling of vacancies in the board or in any board committee.
- c. The fixing of compensation, if any, of the trustees for serving on the board or on any committee.
- d. The amendment or repeal of the bylaws or the adoption of new bylaws.
- e. The amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable.

**Section 4.** A meeting of the Executive Committee may be called by the president, by any two members of the Executive Committee, or by resolution of the board.

### **Section 5.**

- a. The Executive Committee may meet in person or by a conference telephone or similar communications equipment, or by electronic video screen communication, provided that all persons participating in the meeting can hear each other at the same time.
- b. Action may be taken without a meeting if all members of the committee consent in writing or by electronic mail to the adoption of a proposed action. The consents shall be filed with the minutes of proceedings of the committee.
- c. No proxy votes are permitted.

**Note:** This article was last revised in August 2016. See also New York Not-For-Profit Corporation Law §§ 708 and 712 (N.Y. NPC Law §§ 708, 712).

## **ARTICLE XIV**

### **STANDING COMMITTEES**

**Section 1.** The provisions of this section apply to all standing committees of the society, unless otherwise provided in this article.

- a. Each standing committee shall consist of a chair and at least two members. The chair shall be appointed by the president and approved by the Executive Committee. The members shall be appointed by the chair, in

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consultation with the president, and approved by the Executive Committee. The president shall be an ex-officio member of each committee, except for the Nominating Committee and the Audit Committee.

b. To be appointed, a standing committee chair must have served the committee a minimum of two years, except in the case of new committees, committees chaired by the treasurer, or as specifically requested by the Executive Committee and approved by the board. The chair of each standing committee, other than committees chaired by the treasurer, may serve a maximum of eight consecutive years, but may serve longer if approved by a two-thirds majority of the board, and may be reappointed as a committee member-at-large provided that a vacancy exists. After an interval of four years, a previous chair may be reappointed as chair and may again serve in that capacity for up to eight additional years.

c. Each standing committee member and chair shall hold office for a period beginning at the end of an annual meeting, or upon appointment if appointment occurs between annual meetings, and ending at the conclusion of the next annual meeting, when the member resigns or is no longer able to serve, or until another committee member or committee chair is appointed in his or her place. Except as otherwise provided in these bylaws, standing committee members may be reappointed to serve additional terms.

d. Where these bylaws require that one or more committee members be a trustee, a committee member who is a trustee may be appointed to serve additional terms as a member-at-large upon expiration of his or her tenure as a trustee, provided that a vacancy exists.

e. A simple majority of the committee members shall constitute a quorum.

f. The chair of a standing committee may establish such subcommittees of its members as he or she determines would be beneficial in accomplishing the committee's tasks. The subcommittee members shall perform such duties and hold office for such period of time as shall be fixed by the chair with the concurrence of the members of the standing committee.

**Section 2.** Should a vacancy occur in any standing committee, the president, with the approval of the Executive Committee, may appoint a member to fill the unexpired term.

**Section 3.** If any committee fails to perform its assigned duties, the Executive Committee may dismiss the committee and appoint a replacement.

**Section 4.** Each committee shall keep regular minutes of its proceedings and give a full report of its activities at the annual meeting.

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### Section 5. AUDIT:

a. The Audit Committee shall be composed of three trustees, other than the president. It may call upon the treasurer and other individuals for such information and advice as it may require in fulfilling its duties, but the treasurer may not be a member of the committee. A committee member is not eligible for reappointment after his or her tenure as a trustee expires and his or her membership shall terminate if he or she assumes the office of president or treasurer.

b. The committee shall review, not less than annually, the society's financial records and reports and make such recommendations to the board arising out of that review as it considers appropriate. It is responsible for identifying a suitable independent certified public accountant to conduct any financial review or audit required by the board, or required by applicable law, and submitting a proposal for retention of that accountant to the board for approval. The committee's annual report to the board shall include a discussion of matters arising from the accountant's report of the review or audit that the committee deems significant. The committee shall also monitor compliance with the society's conflict of interest policy.

**Note:** See also New York Not-For-Profit Corporation Law § 715-a (N.Y. NPC Law 715-a) and Board of Regents of the University of New York regulation 3.27 (8 CRR-NY 3.27) with respect to the Audit Committee and to its conflict of interest policy oversight.

**Section 6. ENDOWMENT FUND:** The Endowment Fund Committee shall be comprised of five members, all of whom shall be members of the society, including the treasurer, two members from the board, and two members at large as approved by a majority vote of the board. Members may serve for terms of three years and may serve for an unlimited number of successive terms provided they have the continued approval of the board. The chair shall be the treasurer, or if declined by the treasurer, the president shall appoint one of the committee members as chair. The committee shall select a recording secretary annually at the first meeting of each year. The chair and recording secretary shall hold office for one year and thereafter until their respective successors shall be elected.

Duties of the officers and meetings of the committee shall be as described in Article II, Section 2, of the MBSI Endowment Fund Resolution and Declaration of Trust. Powers and responsibilities of Fund Members shall be as described in Article III of the Declaration of Trust.

**Note:** See also the MBSI Endowment Fund Resolution and Declaration of Trust and MBSI Endowment Fund Procedural Guidelines.

**Section 7. FINANCE:** The Finance Committee shall be composed of the treasurer, who shall act as chair, two trustees, and other appropriate

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members appointed by the committee chair as needed. Should the treasurer decline to be chair, the president may appoint a chair knowledgeable and experienced in fiscal matters. This committee will provide a written annual report to the board. All its recommendations and actions shall be approved by the board before implementation.

The committee shall prepare an annual budget of income and expense for the society and its committees, to be presented to the board for review and approval during the annual meeting; prepare a long-range financial plan on a regular basis; oversee investment and management of society funds; and identify special projects.

**Section 8. MARKETING:** The Marketing Committee shall develop ways and means to promote the society's mission and encourage the appreciation of mechanical music and the benefits of membership in the society.

**Section 9. MEETINGS:** The Meetings Committee shall be composed of members who have served on Programs Committees. The committee shall solicit and study proposals from chapter hosts for sites and dates for the society's annual meetings, and shall report their findings and recommendations to the membership at each annual meeting. They shall update, maintain and distribute an Annual Meetings Manual to the Programs Committees as they are formed, and shall serve in an advisory capacity to the Programs Committees.

**Section 10. MEMBERSHIP:** The Membership Committee shall be composed of a chair and one member from each chapter. The committee shall be responsible for attracting new members to the society and shall survey members who have dropped their memberships, and report the findings to the board annually.

**Section 11. MUSEUM (COLLECTIONS MANAGEMENT):** The Museum (Collections Management) Committee shall supervise the conservation, maintenance, storage and repair or restoration of society owned cultural properties, including instruments, printed materials, and other memorabilia as well as archival materials relating to the society and its operation. The committee is responsible for making recommendations to the board concerning requests by persons and institutions concerning the loan of such items for display or reproduction and, once such loans are approved, securing appropriate written agreements concerning such loans and coordinating with such persons and institutions concerning the proper care and maintenance of the loaned material. The committee shall determine what insurance for this property is appropriate and, with the concurrence of the board, secure such insurance at the expense of the society.

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### **Section 12. NOMINATING:**

- a. The Nominating Committee shall be responsible for monitoring election dates and reelection eligibility (terms of office) for trustees and officers.
- b. It shall actively solicit candidates and compile a slate of at least one candidate for each officer and trustee position to be filled. All candidates will be interviewed by members of the committee. The slate of nominees will be presented to the board for its approval at its mid-year meeting. Approved nominees will then be presented to the membership of the society for election at the following annual meeting of the society.
- c. The members of the committee shall include a committee chair, the immediate past-president of the society, two currently serving trustees and the chair, or a chapter-designated alternate, from four separate chapters. The four chapter committee members will be replaced by members from four different chapters every two years.
- d. Committee members, other than those who are sitting trustees, are not eligible for inclusion in a slate of nominees for election as a trustee prepared by the committee while they are a member of the committee.

### **Section 13. PUBLICATIONS:**

- a. The official publications of the society shall be the journal and the Membership Directory.
- b. The Publications Committee shall be responsible for the timely production of society publications, accuracy of published officer and committee data, final format and content of occasional publications which may be published at the direction of the board, assurance that expenses are within budget requirements, establishment and maintenance of a worldwide web site, and responding to inquiries made through the site by an appropriate individual or committee.
- c. Matters published in the journal shall be related to the subject of automatic music instruments and/or the affairs of the society and its chapters.
- d. Statements of opinion and/or fact made by authors of papers or articles read before the society or its chapters or appearing in the publications of the society are to be accepted as the author's own. The society assumes no responsibility for the accuracy or correctness of any statement of its contributors.

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e. The publications of the society may be copyrighted in the name of the society at the direction of the Executive Committee or board without prejudice to the individual authors.

f. Advertising may appear in the publications of the society subject to policies determined by the board. While all advertisements are expected to be made in good faith, neither the society nor its officers nor the members of the Publications Committee shall be responsible for any misunderstanding or losses by members or others arising from such advertisements. Publication of advertisements by the society shall not constitute endorsement or approval in any way by the society of any item or service advertised.

**Section 14. SPECIAL EXHIBITS:** The Special Exhibits Committee shall explore avenues whereby mechanical music can be shared with the public at large to promote awareness of, and interest in, mechanical music and membership in the society.

**Note:** This article was last revised in August 2016.

### **ARTICLE XV**

#### **SPECIAL COMMITTEES**

**Section 1. PROGRAM COMMITTEES:** There shall be several Program Committees among the chapters of the society, each responsible for planning and executing a specific annual meeting of the society in its entirety. The chair of each Program Committee shall be elected by the chapter hosting the annual meeting within 90 days of society approval for that meeting. The committee members shall be nominated by that chair and approved by the chapter officers at least two years prior to the annual meeting. The committee shall serve until the annual meeting has taken place, the financial matters and required reports have been completed and filed, and all copies of the Annual Meetings Manual have been returned to the Meetings Committee, after which this committee shall be dissolved.

**Section 2. PRESIDENT'S SPECIAL COMMITTEES.** Special committees and their chairs may be appointed by the president to have such powers and duties and to hold office for such period of time as shall be fixed by the president. Such committees shall be automatically dissolved at the end of the term of the president that appointed them, but may be reappointed by the incoming president.

**Note:** This article was last revised in August 2016.

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### ARTICLE XVI

#### ELECTIONS

**Section 1.** The Nominating Committee is responsible for providing a slate of candidates to serve as society trustees and officers. See Article XIV, Section 12.

**Section 2.** The general membership may nominate candidates for officer or trustee by petition, provided the nominees satisfy the same qualifications as if nominated by the Nominating Committee. One hundred signatures of members eligible to vote at an annual meeting shall be required to nominate a candidate. Petitions must be submitted to the chair of the Nominating Committee no later than five months prior to the next annual meeting and shall be accompanied by a written statement by the candidate agreeing to serve if elected.

**Section 3.** All eligible candidates will be slated by the Nominating Committee whether chosen by the committee or by petition.

**Section 4.** A brief biography and photograph of each qualified candidate shall be published in the journal at least 90 days prior to the annual meeting at which the election will occur.

#### **Section 5.**

a. The election will be held at the next annual meeting. Only members in attendance may vote. Floor nominations and cumulative voting are not permitted.

b. If a quorum is not present at an annual meeting, election ballots shall be mailed to current members of record within 30 days of the close of the meeting and the term of any retiring officer or trustee shall be automatically extended until the results of the mail ballot are announced to the board. The ballot shall be prepared by the Nominating Committee. A cover letter sent with each ballot shall inform the members of the reason they are receiving the ballot and the deadline for responding and shall identify the issue and page in the journal where a biography and photograph of each candidate may be found.

c. Ballots shall be returned to the recording secretary. All ballots returned and postmarked within 30 days of the mailing date will be counted. Ballot envelopes shall be opened and tallied in the presence of three members in good standing appointed by the president. Ballots shall be retained by the recording secretary for a period of two years following the date upon which they were counted.

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**Section 6.** The board and the newly elected officers and trustees shall be notified of the election results as soon as the ballots are counted. The membership will be notified of the election results in next issue of the journal published after the ballots are counted.

**Note:** This article was last revised in August 2016.

### **ARTICLE XVII**

#### **DISCIPLINARY ACTION**

The society reserves the right, after a hearing before the board, to disband any chapter or dismiss or suspend any member at any time for conduct prejudicial to the best interests of the society or for failure to abide by the bylaws of the society.

**Note:** This article was last revised in August 2016.

### **ARTICLE XVIII**

#### **FISCAL YEAR**

The fiscal year of the society shall end on December 31.

### **ARTICLE XIX**

#### **AMENDMENTS**

**Section 1.** Proposed amendments to these bylaws may originate by a resolution of the board, a resolution of the Executive Committee, by written petition to the recording secretary signed by not less than 100 members in good standing, or by a vote of a majority of the members attending an annual meeting of the society.

**Section 2.** Proposed amendments shall be considered for adoption by the board at its next meeting and the action taken with respect to the amendments reflected in the minutes of that meeting. A two-thirds majority of all votes cast by the trustees shall be required for adoption of a proposed amendment, which shall become effective immediately if so adopted.

**Section 3.** A section of these Bylaws, or portion thereof, may be temporarily suspended by a unanimous vote of the board until reinstated, modified or deleted at the next board meeting. A provision required by the charter or otherwise required by law may not be suspended.

**Note:** This article was last revised in August 2016. See also New York Not-For-Profit Corporation Law statute § 226, subsection (10) (N.Y. NPC Law

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§ 226(10)) and the MBSI charter granted by the board of Regents of the University of the State of New York.