

# **CHAPTER BYLAWS**

## **New York Chapter of the Gordon Institute for Music Learning**

Adopted April 8, 2000

Approved as Amended, August 9, 2007

At the First International GIML Conference in Dayton, OH

### **Article I - Name**

The name of the organization shall be the New York Chapter of the Gordon Institute for Music Learning (NY-GIML).

### **Article II - Purpose**

#### **A. Mission Statement of GIML-National**

The purpose of GIML is to advance music understanding through audiation. We believe in the musical potential of each individual. We support an interactive community with opportunities for musical and professional development.

#### **B. Mission Statement of NY-GIML**

GIML is dedicated to the advancement of Music Learning Theory. NY-GIML shares in the vision set forth by Dr. Edwin E. Gordon and the Gordon Institute for Music Learning.

#### **C. The Work of NY-GIML**

NY-GIML is dedicated to:

- The continuing study, support, and growth of Music Learning Theory throughout the state of New York.
- The development of a support system for practitioners of Music Learning Theory where ideas, knowledge, and techniques may be shared and nurtured.
- Promoting the use of Music Learning Theory in New York schools.
- Continuing to learn about research in music education and its practical applications in the music classroom.
- Providing professional development resources such as workshops and newsletters at the local level.

### **Article III - Membership**

#### **A. Populations served by NY-GIML**

NY-GIML, through various programs, will work with a wide range of New York State music educators and any others interested in music development through audiation.

NY-GIML supports the special concern of GIML-National for reaching persons from backgrounds and socioeconomic groups that do not traditionally have access to such resources, so that the theory and methods researched by its activities will be relevant to all populations.

## **B. Members**

### **Section 1: Definition of Membership**

- A. A member is defined as one who believes in Music Learning Theory and its practical application in any aspect of music education, and supports the mission of the Institute. A NY-GIML member has elected to affiliate with the New York State Chapter.

### **Section 2: Benefits of Membership**

Those who choose to become members of NY-GIML receive the following benefits:

- (a) One (1) copy of any and all GIML and NY-GIML publications for the membership year,
- (b) discounts at GIML and NY-GIML workshops and events,
- (c) GIML membership directory,
- (d) a support system of active Music Learning Theory practitioners in the state of New York,
- (e) other items the Board deems appropriate to its mission.

### **Section 3: Categories of Membership**

- A. Any person or organization interested in the purposes of the Institute shall be eligible for membership.
- B. Categories of membership and rights and benefits pertaining thereto (including the right to vote any limitations or denial of same) shall be determined based on the dues structure established by the National Board of Directors of the Institute.
- C. No membership dues or fees shall be increased within the year for which they have been paid.

### **Section 4: Rights of Membership**

All individuals holding membership in the Chapter shall have certain rights:

- A. The right to stand for election to office,
- B. The right to attend meetings of the Chapter,
- C. The right to vote at the annual General Business Meeting,
- D. Other rights and benefits as the Chapter may determine.

### **Section 5: Meetings of the Membership**

- A. General Business Meeting: The annual meeting of members shall be held at a time and place designated by the Chapter's Executive Board.
- B. Special Meeting: The President or the Chapter's Executive Board may call special meetings of the membership.
- C. Notice: Written notice stating the place, day, and hour of the meeting of members shall be delivered not less than twenty (20) nor more than sixty (60) days before the date of the meeting.
- D. All meetings of the membership shall be open to any member of the Institute. When a member of another Chapter attends a meeting as a visitor, the visiting member may not vote at such meetings.

## **Section 6: Quorum of Membership**

A quorum shall be defined as a simple majority of the voting membership. In the absence of a quorum, any action taken at a meeting shall be recommendatory only, but may become valid action if subsequently confirmed by a majority vote of the respondents in written, printed or electronic mail ballot of the voting membership.

## **Section 7: Termination or Denial of Membership**

Membership shall terminate automatically without the necessity of any action by the National Board or Chapter Executive Board whenever any member fails to pay dues when said dues are due and payable or when in its sole and absolute discretion of the National or Chapter Board determines that any member appears to have acted in violation of the Articles of Incorporation, the National Bylaws, and the Chapter Bylaws.

## **Article IV – Executive Board**

### **A. General Powers**

The Executive Board as a whole is responsible for the Chapter on the broad scale. The officers take the detailed responsibility, and with independent contractors as necessary, carry out the directives of the Board. The work of the officers shall be overseen and reviewed by the President.

The Executive Board shall have and shall exercise all powers of a not for profit organization in the State of New York, including but not limited to the power to:

1. Employ auditors
2. Delegate powers and duties to its officers and employees, and provide for the business and conduct of annual and special meetings
3. Establish, oversee, and establish committees and other bodies for various purposes
4. Remove any officer by unanimous vote of the Board
5. Recommend to the membership the adoption, amendment, and repeal of bylaws of the Chapter.

### **B. Board Meetings**

Meetings of the Executive Board shall be held upon written, printed notice or electronic mail made not less than ten (10) days before the date of the meeting. Meetings shall be at the call of the President or any two members of the Board. All Board meetings shall be open to any member of the Chapter, except for meetings of the Nominating Committee or Executive sessions of the Board. At the personal expense of a member so requesting it, or if in the discretion of the Executive Board the Chapter's budget so permits, at the Chapter's expense, any one (1) or more of the members of the Board or any committee may participate in any meeting of the Board or any committee by means of a conference telephone call or by any other communications equipment by means of which all persons participating in the meeting can communicate with one another. Board members participating by means of telecommunications media shall be deemed to have been present in person at such meeting. Any action required or permitted to be taken at any meeting of the Board or any committee may be taken without a meeting if a unanimous written consent to such action is signed by all

members of the Board or the committee, as the case may be, and such written consent is filed with the minutes of its proceedings. Each member of the Board or committee may sign a separate copy of the unanimous written consent document.

### **C. Composition and Term of Office**

The Executive Board shall consist of the following members: President, Immediate Past-President, President-Elect, Recording Secretary, Treasurer, and Representative Members (number determined by Chapter size). From time to time the Board has the right to establish additional ad-hoc Committees as deemed necessary to fulfill NY-GIML's Mission. The same person may hold any two offices.

#### *Ad hoc Committees*

Established by the Board to undertake specific assignments. The Executive Board will receive and act on the reports and recommend appropriate action. When such ad hoc committees are proposed, there should be a specific charge, deadline for completion and recommendation for members of the committee.

#### *Nominating Committee*

Responsible for identifying qualified nominees for the elected leadership of the Chapter. The members of the committee, therefore, have a tremendous influence on the future of the Chapter and should themselves be carefully selected. The Presiding Officer shall be the Immediate Past President. Members, recommended by the Board, need a broad acquaintance with the membership and an understanding of the Chapter's purpose and functions.

#### Functions.

- a. Present one nominee for each office to be filled
- b. Examine carefully the qualifications of each suggested nominee. Match jobs to individual's strengths.
- c. Check membership list to be sure that suggested nominee is a member.
- d. Get consent of members before placing the name in nomination. If a nominee withdraws before the election is held, the committee meets and presents the name of another candidate.

Members of the committee may be nominees without resigning from the committee. If committee members are themselves nominated, they should excuse themselves while their nomination is considered and return to vote.

All members of the Executive Board shall be persons familiar with and committed to the purposes of the Chapter as stated herein, and committed as well to work dependably, according to specified agreements which may change from time to time, to further these purposes.

### **D. Functions of the Executive Board.**

The Executive Board shall be responsible for overseeing and managing the Chapter, and shall, in particular assure that:

1. *Financial.* All financial responsibilities and obligations of the Chapter are met, including the securing of funds for its work and the budgeting and disbursement of those funds for the purposes for which the Chapter was established.
2. *Legal.* All activities of the Chapter are pursued solely for the purposes for which it was incorporated, as stated in these bylaws and other official papers; and that all actions and policies of the Chapter are in accord with relevant federal, state, and local laws.
3. *Fiduciary.* All the affairs of the Chapter are organized and conducted in keeping with the public trust and with its own stated purposes.
4. *Personnel.* Should the Officers find it necessary to hire employees rather than use independent contractors to carry out its mission, fair and equitable policies will be established and maintained in all dealings with such personnel that may be hired by the Chapter.

### **E. Duties of Executive Board Members**

1. *President.* The President is the executive officer of the Chapter. The President shall in general supervise all of the business of the Chapter. In this capacity, (s)he is responsible to see that the Chapter operates at all times in keeping with the faith placed in it by the public. (S)he shall also ensure that the activities of the Chapter are carried out in keeping with its stated purpose, and that this purpose is pursued in order to further the good of all, and not for any gain or interest.

The President shall also perform, or ensure the performance of, other specific responsibilities: act as presiding officer at all meetings of Members of the Chapter and of the Board; call special meetings of the Board; sign, with the Treasurer or any other proper officer of the Institute authorized by the Executive Board, deeds, mortgages, bonds, contracts or other instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board, or the Bylaws to some other officer or agent of the Chapter or shall be required by law to be otherwise signed or executed; perform all acts and duties usually required of an executive to insure that all orders and resolutions of the Board are carried out; appoint committees and act as *ex-officio* member of all committees, and render an annual report at the annual meeting of Members; schedule workshops and clinicians; and in general shall perform all duties incident to the office of President as well as such other duties as may be prescribed from time to time by the Executive Board.

2. *President Elect.* The President-elect, in the absence or disability of the President, in consultation with and/or under the supervision of the President, shall, at the discretion and review of the Executive Board, assume any and all of those specific duties listed above. In addition, in the absence of the President or in the event of his/her death, inability, or refusal to act, the President-elect shall perform the general fiduciary responsibility of the President.

The President-elect is responsible for recording tasks and overseeing completion of assigned responsibilities by Board members. (S)he shall perform such other duties as from time to time may be assigned to her/him by the President or by the Board. At the end of his/her 3-year term, the President Elect shall assume the office of President.

- 3) *Immediate Past-President.* The Immediate Past-President shall be responsible for keeping records of terms of office and rotation of Board members, and along with a committee established by the Executive Board shall be responsible for nominating officers.
- 4) *Secretary.* The Secretary shall record and maintain minutes of all meetings of the Executive Board, including on-line meetings and Chapter business managed via e-mail. In carrying out his/her duties, the recording secretary shall perform the following:
  - a. Complete a roll of attendance at each meeting of the Executive Board.
  - b. Prepare a draft of the minutes of Executive board meetings and furnish copies to members of the Executive Board for review in a timely manner (1-2 weeks).
  - c. Submit minutes for approval at the next Executive Board meeting.
  - d. Distribute approved copies of the minutes to all Executive Board members and maintain archival notebook.
  - e. Maintain the full record and index of minutes of the Executive Board, in electronic and print formats, for the length of his/her term.
  - f. Perform such other duties as may be prescribed by the President or the Executive Board.
- 5) *Treasurer.* The Treasurer shall supervise the keeping of the financial records and dealings of the Chapter in books belonging to the Chapter, and deliver such books to his/her successor. (S)he shall prepare and distribute to all of the members of the Board prior to each meeting, and whenever else required, a summary of the financial transactions and condition of the Chapter from the preceding year. In addition, the Treasurer shall perform or work with the Executive Director to perform the following:
  - a. The care and custody of all funds, securities, and investments of the Chapter;
  - b. All duties incident to the office of Treasurer including preparation of the annual budget, Fiscal Year End and other reports, filing of IRS documents and such others as necessary under the law.
  - c. Attend all meetings of the Board.
  - d. Maintain chapter membership records.
  - e. Perform such other duties as may from time to time be assigned to her/him by the President or by the Executive Board.

- 6) *Representative Member*. Representative Members will represent the General Membership at all meetings of the Executive Board. One Representative Member position will be created for every 25 Chapter members. (S)he will attend all meetings of the Board and perform such other duties as may be assigned to her/him by the President or by the Board.

#### **F. Appointed Positions.**

Additional positions may be appointed by the President and approved by the Executive Board. Those individuals shall be included in The Executive Board but as non-voting members. Terms of office shall be determined by the Executive Board.

Positions may include, but not be limited to the following.

- 1) *Newsletter Editor*. It shall be the duty of the Newsletter Editor to produce and distribute two newsletters each year and any workshop announcements throughout the year.
- 2) *Historian*. It shall be the duty of the Historian to compile and keep the historical record of the chapter's activities.
- 3) *Webmaster*. It shall be the duty of the Webmaster to maintain the Chapter web page.
- 4) *Advisor*. The Advisor is a non-voting representative of GIML-National.

#### **G. Election and Term of Office.**

Officers shall be elected by a simple majority decision; term of office shall be 3 years.

#### **H. Compensation.**

Officers of the Chapter may be paid for their work at the discretion of the Board. If an officer is paid, (s)he shall relinquish his/her voting eligibility on the Board.

#### **I. Meetings.**

The Board will meet twice-per-year. One meeting will be held in the spring and one meeting will be held in the fall. Additional regular or emergency meetings will take place at such times and places as the Executive Board may provide by resolution.

The Biannual meetings of the Board of Directors shall be held,

1. *Fall Biannual Meeting*. This meeting will provide for progress reports of the various working groups of the Board.
2. *Spring Biannual Meeting*. This meeting shall provide for the following necessary matters of governance:
  - a. The adoption of a fiscal year budget
  - b. Review of the performance and (re-)election of officers and Board Members
  - c. Such other business as may properly come before it.
3. *Regular and Emergency Meetings*. Meetings additional to the Biannual Meetings may be called, on a regular or emergency basis, at the request of the President or any two members of the Executive Board.

When an emergency meeting is called, every reasonable effort should be made to contact all members of the Executive Board, and to choose a time and a place, which will maximize participation. Unless waived by unanimous consent of the Executive Board, a quorum is required to constitute a legitimate meeting. A full report of such emergency proceedings shall be made in writing to all board members within 3 to 5 days of the meeting. Any board member can raise questions about such proceeding at the next regular meeting.

4. *Notice.* The resolution of the Executive Board establishing the Biannual and the other Regular meetings shall constitute sufficient notice of the meetings. To facilitate maximum attendance and participation, the logistical details and agenda for these meetings shall be mailed (US Postal or email) no later than twenty-one days prior to the meetings

Notice of emergency meetings shall be given at least 5 days prior to the meeting, by written notice delivered personally or by mail or telegram to each Board member at his/her residence or business address. If by mail, telegram, or e-mail, notice shall be deemed to be given when delivered to the mail or telegram service. In cases when such notice is not possible, the unanimous consent of the entire membership of the Board, contacted by telephone, can waive the need for such notice.

5. *Agenda.* The President or his/her delegate shall prepare the agenda for any meeting and distribute before the official start of the meeting. The agenda shall be reviewed at the start of each meeting, and adopted or revised by agreement of the Executive Board.
6. *Minutes.* The Secretary shall keep minutes of each meeting. A “recorder” appointed by each Committee Chair will keep minutes of each Committee meeting. Minutes shall be distributed no later than 15 days following each meeting. Minutes of Board meetings shall be distributed to all Executive Board members. Minutes of each Committee meeting shall be distributed to members of that Committee and to the Secretary who will maintain such minutes. Minutes of emergency meetings shall be distributed as described in Section H, part 3 above.

The minutes shall contain the time, date, place, and purpose of the meeting, a list of those present and absent, and a concise, accurate summary of the business transacted.

At the beginning of each meeting, the minutes from the previous meeting shall be reviewed for corrections, approval, and to verify that called-for actions have been taken.

#### **J. Decision-making Processes.**

Except as provided otherwise in these bylaws, all decisions and actions may be settled by a simple majority vote of those present, although it is expected and desirable that discussion will in most cases lead to a general agreement among those present.

1. *Quorum.* Unless otherwise required by these bylaws or by specific resolution of the Board, a majority of the number of Executive Board members in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less

than a majority is present at any meeting, a majority of those present may adjourn the meeting without further notice.

2. *Absence.* Absence of any Board member from any meeting connotes agreement to abide by the decision of those present.
3. *Consensus Decisions.* A few extraordinary decisions and actions will require a full consensus of all those present. Consensus in this case consists of the full agreement by vote of all present, with the obvious provision that a person or persons who are not in agreement may abstain and allow the decision to carry on the basis of the agreement of others. This agreement to allow action despite difference of opinion shall be noted in detail in the minutes (name of dissenter, reasons for dissent, reason for willingness to allow the consensus to stand). If such person/s in disagreement are not willing to step aside in this manner, the decision or action shall not be taken. Those decisions and actions so governed include:
  - a. Dismissal of the President against his/her will.
  - b. Any substantive changes in the statement of the purpose of the Chapter as stated in these bylaws or in official papers filed with government agencies.
  - c. Any amendment to the bylaws affecting decisions by consensus.

#### **K. Vacancies.**

Any vacancies on the Board may be filled by agreement of a two-thirds majority of those present.

#### **L. Removal of Officers.**

Officers may be removed if they fail to fulfill their duties in a satisfactory manner. Except in the case of President, as otherwise provided for in these bylaws, removal requires a two-thirds majority decision by the Board. If contested, the decision may be brought before the Board once for reconsideration any time within one year from the date of the original decision.

#### **M. Review**

All actions and decisions of all committees are subject to the review of the entire Board.

### **Article V – Association with National Organization**

NY-GIML is a functioning chapter as defined by the National Bylaws.

Provisions of NY-GIML Bylaws are applicable when not in conflict with the Bylaws of the National Organization. Chapter Bylaws can be more stringent than National Bylaws but must not be in conflict with National Bylaws. When such a discrepancy occurs, the National Bylaws will govern.

NY-GIML will follow the same fiscal year as National. Within 30 days of the close of the fiscal year, NY-GIML will submit annual financial reports using forms distributed by National.

### **Article VI – Indemnification**

The Chapter may, by special resolution of the Executive Board, undertake to indemnify Board members, past or present, for expenses reasonably incurred in relation to defense of

any action to which they are made parties by their position in the Chapter. However, this commitment to indemnification shall not apply in relation to matters as to which they shall be adjudged in such actions liable for negligence or misconduct in performance of duty.

#### **Article VII – Conflict of Interest**

No Executive Board member shall remain in service if it can be shown clearly that (s)he stands to receive substantial private gain from the activities of the Chapter. Further, the Chapter, its officers, and staff are all required to make a dependable commitment to pursue only those actions which are for the specific purposes for which this Chapter is established, and which adhere fully to the law and are consistent with the trust which the public had placed in this undertaking.

#### **Article VIII – Fiscal Management**

##### **A. Fiscal Year.**

The fiscal year of the Chapter shall begin on the first day of July and end on the thirtieth day of June.

##### **B. Financial Review.**

The accounts of the Treasurer shall be reviewed by the GIML-National Executive Director at the end of each quarter and at such other times as are deemed by the Executive Director to be expedient.

##### **C. Financial Reports.**

A financial report based on such audit or review shall be transmitted to the Executive Board at least once annually. Additional financial reports shall be made available to the members of the Executive Board in such form and at such times as shall be required by resolution of the Executive Board.

##### **D. Power to Execute Financial Transactions.**

The President of the Chapter or his/her designate, within guidance as may be offered by the Executive Board, shall have the power to authorize expenditures and income transactions and the establishment of accounts.

The Treasurer of the Chapter or a designate as named by the Executive Board shall have the power to sign checks and carry out other day-to-day financial business of the Chapter.

#### **Article IX – Policy and Formal Resolutions**

The Executive Board in its entirety may pass at its discretion any policy statements or formal resolutions which shall aid in the carrying out its business responsibilities or in the fulfillment of the stated purposes of the Chapter. Any member of the Board may propose such statements or resolutions. Once passed by the Board, the secretary shall place the statement or resolution in the minutes. The President or his/her designate is responsible for ensuring compliance or notification relative to such actions of the Board.

## **Article X – Amendment to or Changes of the Bylaws**

Any member of the Executive Board, voting or nonvoting, may propose amendments to or changes of these Bylaws. A two-thirds majority of the responding members is required to adopt such amendments or changes, except in the case of those provisions requiring or involving consensus defined herein, in which case a consensus decision is required. The Secretary shall add amendments so proposed and adopted to the official record, and minutes to that effect shall be distributed in the manner described elsewhere in these Bylaws.

## **Article XI - Consistency with GIML-National Bylaws**

The provisions of these Bylaws are contingent upon their consistency with the Constitution and Bylaws of the GIML-National.

Revisions of and amendments to the Constitution and Bylaws of GIML-National shall be incorporated into these Bylaws without vote of the membership.

In all instances of dispute, the Constitution and Bylaws of GIML-National shall prevail.