AMS By-Laws – Proposed Changes; November 2023

This document outlines only those paragraphs which are to be amended. For the full text of the By-laws, see this webpage: [https://www.amsmusicology.org/page/bylaws](https://www.amsmusicology.org/page/bylaws)

Some of the proposed changes are made with the understanding that By-Laws are about governance and not day-to-day operations. Thus, some of the changes below are to streamline the By-Laws; the day-to-day operational language will be moved (unchanged) into the Administrative Handbook, which you can find at this webpage: [https://www.amsmusicology.org/page/HandbookToC](https://www.amsmusicology.org/page/HandbookToC).

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<th>CURRENT</th>
<th>PROPOSED</th>
<th>RATIONALE</th>
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<td><strong>ARTICLE III. MEMBERSHIP</strong></td>
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<td>2. Student members shall be students, duly registered at any accredited institution of higher learning who join the Society. Their rights and responsibilities shall be the same as those of regular members except that: (a) they shall be eligible for student membership for a period of not more than seven years; (b) they shall be ineligible to serve on the Board of Directors or as president or chair of an AMS affiliate group.</td>
<td>2. Student members shall be students, duly registered at any accredited educational institution, of higher learning who join the Society. Their rights and responsibilities shall be the same as those of regular members except that: (a) they shall be eligible for student membership for a period of not more than seven years; (b) they shall be ineligible to serve on the Board of Directors or as president or sole chair of an AMS affiliate group. A student member may serve as co-chair of an AMS affiliate group provided that the other co-chair is not a student member.</td>
<td>The first change accommodates all students interested in participating in the Society. This second change was recommended at the 2022 Annual Meeting By-Laws discussion to allow for greater student participation.</td>
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ARTICLE IV. COUNCIL

A. 3. Neither regular members nor student members of the Council may be elected to succeed themselves. The terms of Council members shall be three years for regular members and two years for student members. Terms begin on 1 August and end on 31 July.

ARTICLE V. OFFICERS

A. The officers of the Society shall be as follows. Five officers serve at a time: the President, the Vice-President, the Treasurer, the Secretary, and either the Past President or the President-elect. All officers are elected, with the exception of the Treasurer, who is appointed by the Board. All officers are voting members of the Board.

1. The President chairs the Board of Directors and appoints people to serve on AMS committees. The President serves a

ARTICLE IV. COUNCIL

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ARTICLE V. OFFICERS

A. The officers of the Society shall be as follows. Six or seven officers serve at a time: the President, the Vice-President, the Treasurer, the Secretary, the Vice-President-elect, either the Past President or the President-elect, and the Executive Director. All officers are elected, with the exception of the Treasurer and Executive Director, who are appointed by the Board. All officers except the Executive Director are voting members of the Board.

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ARTICLE IV. COUNCIL

This changed adjusts the Council service year to coincide with the regular service year (Nov. – Oct.) for the Society.

ARTICLE V. OFFICERS

The Board wishes to add a one-year term for a Vice-President-elect. The role of Vice President has expanded significantly, particularly since the Committee on the Annual Meeting became the Committee on the Annual Meeting and Public Events, which the Vice-Present chairs. Adding a one-year term of Vice-President-elect allows the incoming Vice-President to learn the activities of the Vice-President before taking office. This change also clarifies that the Executive Director is a member of the Board, but without vote (as has been the practice for decades).

The following changes account for the addition of the Vice-President-elect (but not a Past Vice-President).
2. The Vice-President serves a two-year term concurrent with that of the President. During the absence, incapacity or disability of the President, the Vice-President exercises all the functions of the President and, when so acting, shall have all the powers of and be subject to all the duties of and restrictions upon the President. In the event that the office of the President becomes vacant before the conclusion of the President’s term, the Vice-President shall succeed to that office. The Vice-President shall also have such other powers and discharge such duties as may be assigned from time to time by the Board of Directors.

3. The Treasurer is appointed by the Board to a three-year term (renewable). The Treasurer serves as an advisor to the Board of Directors on financial matters and chairs
the Finance Committee, which reviews the budget and oversees the society's financial affairs as the Board of Directors may authorize. The Treasurer shall report to the membership annually regarding the financial health of the society and its investments. The Treasurer performs other duties related to the financial affairs of the Society, as assigned by the Executive Committee or by the Board of Directors.

B. Terms of Office. Elected officers shall serve terms of two years, except that the President shall serve one year as President-elect before their two-year term as President begins and one year as Past President after their term is concluded. The term of officers shall begin after the annual business meeting. Except for the Secretary, officers may not be elected to succeed themselves. Any office vacated in the course of a term, aside from the President's, may be filled by the Board of Directors until the next term begins.
### ARTICLE VI. BOARD OF DIRECTORS

D. The President shall function as Chair of the Board of Directors. In the absence of the President, the Chair shall devolve upon the succeeding officer who is present in the following order: Vice-President, President-elect, Secretary. Decisions shall be by absolute majority vote of the Directors present unless otherwise provided by these By-Laws or by the laws of the State of New York. A quorum of the Board of Directors shall be seven and shall include at least two officers. The President and Secretary shall be empowered to act in emergencies, subject to the earliest possible ratification by the Board of Directors.

This amendment increases clarity for the sake of business continuity. The original language dates from the time when the Society did not have a professional Executive Director.

### ARTICLE VII. COMMITTEES

A. Except when otherwise stipulated in these By-Laws, the President of the Society shall appoint chairs and members of such committees as are necessary and shall himself or herself be an *ex officio* member of all committees. The President shall inform the Board of Directors of all a term, aside from the President's, may be filled by the Board of Directors until the next term begins.

This change brings the By-Laws in line with our current practice and clarifies the language.
committees shall consist of no fewer than three members. Terms of members of all committees shall be specified in the appointment.

B. Standing committees shall be Executive, Publications, Finance, and Ethics.

1. Any four officers of the Society shall constitute an Executive Committee to conduct any urgent business of the Society between meetings of the Board of Directors.

2. The Publications Committee shall make recommendations to the Board of Directors for special publications (except the Journal and the Newsletter) as authorized by the Board of Directors, shall assign editorial responsibility, and shall collaborate in the execution of all business in connection with their manufacture and distribution.

3. The Finance Committee shall consist of three members: the President, the Treasurer, who shall chair the committee, and the Executive Director or other person appointed by the Board of Directors and the

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The change regarding the Executive Committee specifies which officers constitute the Committee and how many are needed for a quorum.

The Publications Committee’s work is operational (not governance related) and, hence, under the auspices of the main office. The Committee will continue to operate as it has in recent years, but simply need not appear in the By-Laws. The charge for this Committee, as for all committees, appears in the Administrative Handbook.

This amendment clarifies the role of the Finance Committee. The Board of Directors makes key decisions regarding the finances of the Society: the role of the Finance Committee is...
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<th>Board of Directors. The Finance Committee shall be charged with the management of the Society’s Endowment Funds and such other capital accounts and financial affairs as the Board of Directors may authorize.</th>
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<td>Treasurer, who shall chair the committee. The Finance Committee shall be charged with the management of the Society’s Endowment Funds and such other capital accounts and financial affairs as the Board of Directors may authorize advises the Board of Directors on the budget, investment policy, and other financial matters, and discharges other responsibilities as assigned by the Board.</td>
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<td>The numbers are changed because paragraph 2 has been deleted. Also, Board review of Ethics Committee nominations has been added to correspond with customary AMS practice.</td>
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<th>4. The Ethics Committee shall be charged with advising the President, the Executive Director, the Board, and the Council on matters pertaining to ethical conduct within the spaces, events, and publications of the AMS. It shall be elected by the AMS membership from a roster nominated by the Council.</th>
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<td>The Society creates or eliminates committees as the work of the Society evolves. Our By-Laws name some committees explicitly and not others. This proposed change removes unnecessary details about operational committees from the By-Laws, while retaining information</td>
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<th>C. Annual Committees shall be Nominating, and those relating to the Annual Meetings of members; the latter shall include Program, Local Arrangements, and Performance.</th>
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<td>advisory. This language brings Article VII into alignment with the description of the Treasurer’s role in Article V, which was amended in 2021. The section is also renumbered since the original paragraph 2 is deleted.</td>
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suitable candidates to stand for election as Officers and Members-at-Large.

2. It shall be the duty of the Program Committee to prepare the scholarly program of the Annual Meeting of the Society.

3. It shall be the duty of the Local Arrangements Committee to assist the Executive Director in administering the Annual Meeting of the Society in its physical, logistical, and financial aspects.

4. It shall be the duty of the Performance Committee to select and administer the concerts and related events sponsored by the Society at the Annual Meeting.

D. With the approval of the Board of Directors the president may remove members of committees.

ARTICLE VIII. OFFICIAL PUBLICATIONS

A. The official publications of the Society shall include the *Journal of the American Musicological Society*, the *AMS Newsletter*, the *Journal of Music History Pedagogy*, *Musicology Now*, the *Directory*, and such publications as are controlled by committees that directly focus on governance. Descriptions of all committee charges appear in *Administrative Handbook*.

This is simply a change of letters since paragraph C above is deleted.

ARTICLE VIII. OFFICIAL PUBLICATIONS

A. The Society produces publications that advance its stated objective.

The official publications of the Society shall include the *Journal of the American Musicological Society*, the *AMS Newsletter*, the *Journal of Music History*.
the Board of Directors and the Publications Committee.

1. The editor-in-chief of the Journal shall appoint, subject to the approval of the Board of Directors, a review editor of the Journal to serve a three-year term concurrent with the term of the editor-in-chief.

2. The Editorial Board of the Journal shall be appointed by the editor-in-chief, subject to the approval of the Board of Directors. Its members shall serve terms of three years concurrent with the term of the editor-in-chief. A member of the Editorial Board may be reappointed for a second term, but no member may serve more than two consecutive terms. The Editorial Board shall serve the editor-in-chief in an advisory capacity for the formulation of editorial policy, and the individual members of the Editorial Board shall be available to the editor-in-chief for the evaluation of manuscripts submitted for publication in the Journal.

B. The Board of Directors shall determine what publications, besides the Journal, 

**Pedagogy, Musicology Now, the Directory, and such publications as are controlled by the Board of Directors and the Publications Committee.**

1. The editor-in-chief of the Journal shall appoint, subject to the approval of the Board of Directors, a review editor of the Journal to serve a three-year term concurrent with the term of the editor-in-chief.

2. The Editorial Board of the Journal shall be appointed by the editor-in-chief, subject to the approval of the Board of Directors. Its members shall serve terms of three years concurrent with the term of the editor-in-chief. A member of the Editorial Board may be reappointed for a second term, but no member may serve more than two consecutive terms. The Editorial Board shall serve the editor-in-chief in an advisory capacity for the formulation of editorial policy, and the individual members of the Editorial Board shall be available to the editor-in-chief for the evaluation of manuscripts submitted for publication in the Journal.

B. The Board of Directors shall determine what publications, besides the Journal, operational, rather than governance matters. Thus, it seems best to streamline the By-Laws and include this information (unchanged) in the Administrative Handbook.
the Newsletter, and the Directory, shall be distributed to members gratis, and what discount, if any, shall be allowed on other publications.

**ARTICLE IX. MEETINGS OF MEMBERS**

C. The annual financial report shall be verified by the Finance Committee.

**ARTICLE XI. AFFILIATE GROUPS**

B. Regulations Governing Affiliate Groups

7. Reports. Affiliate groups shall report each year to the Secretary about meetings and financial operations.

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**ARTICLE IX. MEETINGS OF MEMBERS**

C. The Board of Directors shall approve the appointment of editors and editorial boards for the Society’s publications.

**ARTICLE XI. AFFILIATE GROUPS**

B. Regulations Governing Affiliate Groups

7. Reports. Affiliate groups shall submit a report each year to the Secretary about meetings and financial operations Society detailing their meetings, activities, and governance changes.

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**ARTICLE IX. MEETINGS OF MEMBERS**

C. The Board of Directors shall determine the terms of subscription and distribution of AMS publications, including what publications may be distributed to members gratis.

**ARTICLE XI. AFFILIATE GROUPS**

7. Reports. Affiliate groups shall submit a report each year to the Secretary about meetings and financial operations Society detailing their meetings, activities, and governance changes.

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**ARTICLE IX. MEETINGS OF MEMBERS**

This change corrects a typo.

**ARTICLE XI. AFFILIATE GROUPS**

This change brings the By-Laws in line with our current practice and clarifies the language.