CONSTITUTION
OF
THE SOCIETY OF THE FRIENDS OF MUSIC

Adopted April 21, 1971
(as last amended April 16, 2005)

Article I
Name

#101. The name of this organization is the Society of the Friends of Music of Indiana University.

Article II
Object

#201. The object of the Society is to foster the music program of Indiana University by supporting the School of Music through scholarships and other appropriate help.

Article III
Membership

#301. The Society consists of persons or organizations who have made a financial contribution to the Society.

#302. The Board of Directors of the Society may establish classes of members and prescribe the amount of financial contribution and privileges of each class.

Article IV
Officers and Board of Directors

#401. Board of Directors

- The Board consists of up to 42 members of the Society elected by the Board. Board terms are three years, arranged so that up to 14 terms begin each calendar year. Each term of office begins on July 1 next succeeding the election. A vacancy may be filled only for the unexpired term.
- The Board shall conduct the affairs of the Society.
- The School of Music of Indiana University may appoint a representative to serve ex-officio without vote.
- The Board may select an honorary director, a person whose service and devotion to the School of Music of Indiana University merits special recognition by the Friends of Music. Such an honorary director is non-voting.
An Emeritus Board of the Society of the Friends of Music is established to honor those who have given special service during a term of ordinarily no less than nine years on the Board of Directors of the Society and to the membership. Nominees for said Board are submitted to the Nominating Committee and elected by the Board of Directors of the Society. The Emeritus Board meets a minimum of one time a year. A chairman is elected by its membership and the chairman will be an active representative and voting member of the Board of Directors of the Society.

#402. Officers

- The elected officers of the Society consist of the President, the Vice President, the Secretary, the Treasurer, and the most recent past President, all of whom, except the last, are elected by the Board of Directors.
- The term of each officer is one year, except that an officer may serve until his successor takes office. An officer shall serve no more than three consecutive one-year terms in office. A vacancy may be filled for the unexpired term by the Board at any meeting of the Board. Terms of office begin on July 1 next succeeding the election and end the following June 30. The Treasurer’s terms of service may be extended beyond the limit of three when the Board deems continuity and the officeholder’s expertise necessary to maintain proper management of the Society’s fiscal responsibilities. In such a circumstance, the incumbent will remain in office at the Board’s pleasure, which is to be determined by vote annually.
- The officers shall be responsible for hiring an Executive Secretary who shall manage the day-to-day activities of the Society.

Article V

Duties of Officers

#501. The President shall:
- be principal officer of the Society;
- call and preside at all Board meetings as well as prepare an agenda prior to meetings in time for duplication by the Executive Secretary;
- prepare the calendar year;
- consult with the appropriate liaison officer of the Indiana University School of Music concerning the financial needs of the same;
- appoint the chairs and members of each committee and inform each chair of the responsibilities and procedures of the committee;
- be ex-officio member of all committees except the Nominating Committee.

#502. The Vice-President shall:
- perform any special duties or responsibilities as directed by the President of the Society;
- assume all the duties of the President should the President be absent or unable to fulfill his duties.

#503. The Secretary shall:
- record minutes of small meetings with elected officers;
- assist with specific correspondence at the direction of the President;
- prepare and mail letters of invitation to new board members and send letters of acknowledgment to retiring Board members.
#504. The Treasurer shall:

- be responsible for all fiscal matters relating to the Society as directed in Article VIII of the Constitution;
- approve and direct the transfer of funds to all accounts and the disbursement from all accounts;
- prepare accurate and timely reports for the Board of Directors, reflecting income and expenses, and account balances, maintaining on monthly, quarterly, and yearly bases such records to justify these reports;
- serve as Chair of the Finance Committee which, assisted by other Board Members, prepares a yearly budget, helps determine how much money can be allocated for music scholarships, and reviews all requests for special expenditures.

Article VI

Meetings of the Board of Directors

#601. Regular meetings of the Board of Directors shall be at such times as the Board may by resolution prescribe.

#602. Special meetings of the Board shall be held whenever the President considers that the interests of the Society so require. The President shall also call a special meeting of the Board if three members of the Board request it in writing. Written notice of the time and place and the business to be transacted shall be given to each member of the board at least three days (not counting Sundays and holidays) before each special meeting. No other business may be transacted at the meeting.

#603. Seven members are a quorum of the Board.

Article VII

Committees

#701. The Executive Committee of the Board of Directors consists of the officers of the Board.

#702. The Executive Committee may authorize the appointment by the President of such standing committees as represent the continuing interests of the Board of Directors of the Friends of Music. Chairmen of such committees are appointed for terms of one year by the President. Personnel of a standing committee may be changed upon recommendation of the Chairman and the termination of a chairmanship may be determined by the President.

#703. The President may appoint special committees of the Board whenever the President considers it appropriate.

#704. The Nominating Committee consists of six members of the board selected by the President with the approval of the Board.
Article VIII

Fiscal Matters

#801. Money of the Society may be spent only for purposes approved by the Board of Directors, made according to the directions of the Treasurer. Disbursements and investments may be made only at the direction of the Treasurer or if he or she is absent or unable to act, the President.

- Allocations, disbursements, and transfers of monies may be made in accordance with an agreement with the Board of Directors, the Indiana University School of Music and the Indiana University Foundation. When necessary to disburse funds from an account with the Foundation, written approval must be given by the Treasurer and/or persons designated by the Board.
- The approval of a budget by the Board of Directors shall constitute approval of expenditures up to a limit approved by such a budget for the year it is enacted.
- The Treasurer and/or persons designated by the Board will maintain adequate fiscal records of all income and expenses and report on a regular basis to the Board of Directors.

#802. At the end of each fiscal year, monies designated for scholarships that were approved by the Board for that fiscal year will be paid to the School of Music. Seventy-five percent (75%) of excess monies will be put directly into the Friends of Music endowment, and the other twenty-five percent (25%) will remain in the operating budget. If the twenty-five percent (25%) exceeds $5,000, the Board may vote to increase the amount it conveys to the endowment. The above policy excludes any memorial or honorary contributions received in a fiscal year, which have not been designated for any other specific purpose. All of these monies will be placed directly into the Friends of Music endowment. Assets so retained may be withdrawn only if:

- the withdrawal is proposed at a meeting of the board of Directors at which an opportunity to discuss the proposal is provided;
- written notice of the proposed withdrawal is sent to each member, together with written notice of the time and place of the next succeeding meeting, at least 14 days before the date of that meeting, and
- the withdrawal is approved by two-thirds of the members present and voting at that meeting.

Article IX

Amendments

#901. This Constitution may be amended at any meeting of the Board of Directors by a two-thirds vote of the members present and voting if a copy of the proposed amendment has been sent to each member of the Board at least 14 days before the date of the meeting together with written notice of the time and place of the meeting at which the vote on the proposed amendment is to be taken. An amendment to section #802 must, in addition, have been proposed and offered for discussion at the preceding meeting.