

BYLAWS
of
THE AMERICAN LISZT SOCIETY
(as amended October 2022)

ARTICLE I
Objectives of the Society

The objectives of The American Liszt Society include promoting scholarship, performance, and teaching, focusing on, but not limited to, the life and music of Franz Liszt, the life and music of pupils of Liszt, and other Liszt-related research. A further objective is fostering a general understanding and appreciation of the entire creative and historical significance of Liszt. Strategies for achieving these objectives include:

1. Holding an annual calendar-year festival of performances, lectures, and pedagogical demonstrations at institutions of higher-learning located in different geographic areas of North America.
2. Publishing a journal (print and electronic) on a regular basis.
3. Providing support, without regard to national origin, for scholarships, competitions, grants, and awards in performance and musicology; and for commissions for new compositions.
4. Encouraging performance, recording, publication, and re-publication of neglected works from all eras including music from the 21st century.
5. Encouraging the development of local chapters of The American Liszt Society both throughout North America and abroad to support the preceding four strategies.

ARTICLE II

Membership

SECTION 1: General Membership. The Board of Directors by a majority vote shall determine the classes of membership, the fees payable for each class of membership so determined, and the time and manner of payment of such fees, which shall be prior to enrollment of any member.

SECTION 2: Honorary Membership. The Board of Directors by a majority vote may from time to time elect honorary members of the Society who shall pay no fees and who shall not be entitled to vote at any meeting of the same named board.

SECTION 3: Meetings of the General Membership. Meetings of the general membership shall be held normally in conjunction with the annual Festival of the Society or at such other times as designated by the board of Directors.

ARTICLE III **Board of Directors**

SECTION 1: Definition and Membership. The property and the business of the Society shall be managed by a Board of Directors consisting of not less than three members. Each Director shall be elected by the Board of Directors.

Each director shall serve for a term of one year. Membership on the board shall require service on a committee of the board. Each annual meeting of the Board will begin with a closed ballot confirming Board and committee membership. The president may designate a committee at the meeting to supervise election procedures. Election is by simple majority of those present and voting.

It is expected of each Director that s/he appear at all meetings of the Board. S/he will be deemed to have resigned if s/he fails to attend meetings for three consecutive years.

SECTION 2: General Powers. The property and business of the Society shall be managed by the Board of Directors.

Acquisition for the Society of any property or rights or services requiring fiduciary interest requires authorization of the Board. The Board is responsible for appointment or removal of officers, agents and employees, and for assignment of duties and functions to the various officers and committee chairmen.

SECTION 3: Meetings. The meetings of the Board of Directors shall be held in conjunction with the annual festival of the Society or at such other times designated by the Board as a whole or the executive committee of the board.

In lieu of presentation of propositions at meetings of the Board, said propositions may be submitted to the president, who will then forward these documents to the executive committee for proper action. The executive committee will determine whether such propositions should be forwarded to the Board by mail for vote. Said documents should only be used in matters urgent to the welfare and relevant to the purposes of the Society, and where the executive committee reasonably concludes that a meeting of the Board is not feasible in the relatively near future due to inability of attendance by the majority of the Board of Directors at a regular or special meeting of the Board. Return by individual Directors of such documents must be to the Executive Secretary not later than 10 days following receipt of the same. The result of such Board action will be communicated by the Executive Secretary to the President and all Directors not later than 10 days after receipt of a quorum of the Board.

SECTION 4: Quorum and Voting. The presence, at any meeting, of a majority of the total number of Directors constituting the entire Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Proxy votes may be counted in determining the quorum. Actions requiring a vote shall be determined by a simply majority of the quorum present.

SECTION 5: Retirement. Any Director may retire from the Board at any time by giving to the Executive Secretary written notice of such retirement, preferably at least one month before the annual meeting. A Director who retires after being in good standing for at least seven consecutive years (including the year of retirement) may be accorded the title Director Emeritus or Director Emerita. The Executive Committee will generate nominations for emeritus/emmerita status appropriate to the year of the retirement. The nomination will become effective upon a simple majority vote of the Board in attendance at the annual Festival and be confirmed by letter to the candidate, appropriately signed by society officers.

SECTION 6: Resignations. Any Director may resign at any time by giving written notice of such resignation to the Executive Secretary.

SECTION 7: Vacancies. If any vacancy shall occur among the Directors, such vacancy may be filled by the Board of Directors at the next meeting of the Board.

ARTICLE IV

Officers

SECTION 1: Number. The officers of the Society shall be the President, the Vice-President, the Executive Secretary, the Membership Secretary and a Treasurer and such other officers as may be appointed in accordance with the provisions of Section 3 of this article. Such officers will be *ex-officio* voting members of the Board.

SECTION 2: Election, Term of Office and Qualifications. Each officer specifically designated in Section 1 of this ARTICLE IV shall be nominated and elected y the Board of Directors and shall hold office for one year.

SECTION 3: Executive Committee. The elective officers, President, Vice-President, Executive Secretary, Membership Secretary, Treasurer and such additional members of the Board of Directors as shall be elected by the Board for that purpose, shall constitute an Executive Committee. This Committee shall meet at such times and places as it may determine or as fixed by the President, or in her/his absence or disability, by the Vice-President or Executive Secretary. A meeting may be called at the request of three or more members; submitted in writing to the Executive Secretary The Committee shall have authority to exercise all the powers of the Board of Directors whenever the Board is not in session. It shall keep full and accurate minutes which shall be submitted to the Board of Directors at the first meeting following. The Executive Committee is empowered to act by the written consent of a majority thereof, although not formally convened. In case members shall be equally divided on any question, the matter shall be referred to the Board of Directors.

SECTION 4: Vacancies. A vacancy in any office shall be filled for the unexpired portion of the term by appointment by the remaining members of the Executive Committee.

SECTION 5: The President.

1. The President shall be the chief executive officer of the Society.
2. S/he shall have general control and management of the affairs of the Society with the advice and consent of the Board of Directors.
3. S/he is empowered to sign on behalf of the Society all deeds, leases, mortgages, conveyances or encumbrances on the property of the Society.
4. S/he shall be an ex officio member on all committees.
5. S/he shall preside over meetings of the Board and meetings of the Executive Committee.

SECTION 6: The Vice-President. The Vice-President shall:

1. Assist the President in the duties of her/his office.
2. Serve as a member of the Executive Committee.
3. Chair meetings in the absence of the President.

SECTION 7: The Executive Secretary. The Executive Secretary shall:

1. Be present at all meetings of the Board and Executive Committees and keep the minutes of the meetings and cause the same to be recorded in books for that purpose.
2. See that all notices are duly given in accordance with the provisions of these by-laws or as required by statute.
3. Be custodian of the records of the Society and of the Board of Directors.
4. Maintain proper files of all books, reports, statements, certificates and other documents and records required by law.
5. In general, perform all duties and have all powers incident to the office of Executive Secretary and perform such other duties and have such other powers as from time to time may be assigned by the President or the Board of Directors.

SECTION 8: The Membership Secretary. The Membership Secretary shall:

1. Keep all records of membership and biographies of members.
2. Send to all members, former and prospective, renewal of membership forms in January of each year.
3. Devise and activate membership plans and procedures subject to approval by the Board or the Executive Committee.
4. Correspond with interested parties and actively seek new members for the Society.

5. Render to the President, Executive Committee and Board of Directors when requested, a report on the state of membership, numbers of members and related data.
6. Receive and process membership applications and send out membership cards.
7. Keep accurate lists of members who have paid dues. These lists will serve as the basis for the circulation of JALS. Address labels shall be sent to the editor of the Journal on May 1 and November 1 of each year.

SECTION 9: The Treasurer. The Treasurer shall:

1. Have supervision over the funds, securities, receipts and disbursement of the Society.
2. Cause all monies and other valuable effects to be deposited in the name and credit of the Society, in such banks or trust companies or with such bankers or other depositaries as shall be selected by the Board of Directors or pursuant to authority conferred by the Board of Directors.
3. Cause the funds of the Society to be disbursed by checks or drafts upon the authorized depositaries of the Society, when such disbursements shall have been duly authorized in writing and by all said checks and drafts in excess of one-hundred dollars (\$100.00) to bear the countersignature of the President or the Executive Secretary, wherein the signature of the Treasurer must be other than that of the co-signer.
4. Cause to be kept at such location designated by the Board of Directors, correct books of account of all its business and transactions.
5. Render to the President, Executive Committee and/or the Board of Directors, whenever requested, an account of the financial condition of the Society and of her/his transactions as Treasurer.
6. Cause proper vouchers to be taken and preserved for all monies disbursed.
7. Keep accurate lists of names and addresses of members who have paid dues.
8. Be empowered, from time to time, to require from the officers or agents of the Society reports or statements giving such information as may be needed with respect to any and all financial transactions of the Society.
9. In general, perform all duties and have all powers incident to the office of Treasurer and perform such other duties and have such other powers as from time to time may be assigned by these by-laws or by the Board of Directors or the President.
10. Be bondable by an insuring agent or company approved by the Board of Directors, and shall post one-half the initial premium charged to the Society to provide said bond of fifty-thousand dollars (\$50,000) with the understanding that the entire posted portion of the premium will be refunded to the treasurer and thereafter full-bond-premium will be covered by the Society for such Treasurer following one-year tenure.

ARTICLE V

Committees

SECTION 1: Committees.

The President with the approval and consent of the Board of Directors shall appoint annually committees which may be deemed necessary by the Board. The President will designate the chairperson of said committees.

SECTION 2: The Advisory Council.

The Advisory council will consist of distinguished persons who identify with the aims and purposes of the Society. The Advisory Council is an honorary committee of the Society.. Nominations for membership in this committee will be brought to the Board by the President and voted upon at the annual meeting.

ARTICLE VI

Establishment of Chapters

SECTION 1: Individual Chapters.

1. The Directors may from time to time authorize establishment of individual chapters of the American Liszt Society, Inc.
2. Chapters may be established at college campuses, communities, museums, or as part of concert series organizations.
3. Any member of any individual chapter must first become a member of the American Liszt Society, and any dues s/he may pay to an individual chapter must be in addition to her/his annual dues to the American Liszt Society. Any annual dues for membership in the American Liszt Society collected from members by individual chapters must be promptly remitted to the American Liszt Society by the chapter secretary.
4. The Chapters shall adopt the purposes and philosophy of the American Liszt Society.
5. The Chapter may be authorized to collect dues and spend funds, provided such expenditures are authorized by all three chapter officers.
6. The Chapter will elect its own officers. They will be: President, Secretary and Treasurer. The Secretary will assume the duty of Membership-Secretary. The Board of Directors will recognize all elected officers, but such recognition may be withdrawn if in the Board's judgment the chapter officers fail to act in accordance with the philosophy and aims of the Society.

7. Chapter Presidents are invited to attend and to participate in discussion at the meetings of the ALS Board of Directors.

8. The Chapter must file a report of the Chapter's activities together with a financial statement yearly, by the 1st of July, with the ALS Executive Secretary.

9. The ALS will provide such assistance as is within the scope of the ALS to include advice, consultation and furnishing such materials as may be compatible with the purposes of the Society, i.e., pamphlets, etc.

10. News and activities of the Chapters should be reported to the Chairperson of the publications committee for circulation.

11. The ALS By-laws will serve as the document to which all Chapters must conform.

12. Chapters are required to submit written statement of adherence to the ALS by-laws before full recognition of the Chapter will be granted.

13. Chapter By-laws will be available to interested members from the Office of the Executive Secretary.

ARTICLE VII

Headquarters

The legal address of the Society will be that of the President.

ARTICLE VIII

Amendments

All Bylaws of the Society now or hereafter adopted shall be subject to amendment, alteration or repeal and new Bylaws may be made by vote of the Board of Directors as stipulated in Article III, section 4.

ARTICLE IX

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Revised* shall govern the Society in all cases to which they are applicable, unless these rules are inconsistent with the intent of the Bylaws of the Society.

AMERICAN LISZT SOCIETY BY-LAWS
APPENDIX A

ALS CHAPTERS BY-LAWS

1. Each Chapter will elect its officers.
2. The officers will be: President, Secretary, Treasurer.
3. Other offices may be filled on appointment by the President of the Chapter.
4. National membership fees must be paid by all Chapter Members simultaneously with the Chapter Membership fees. It is suggested that the Chapter Membership Fee be \$5.00 and the Chapter Student Membership Fee be \$2.50. (NOTE – SUGGESTED DUES HAVE BEEN RAISED SINCE BY LAWS WERE APPROVED IN 1991)
5. The Chapters are encouraged to seek grants and donations. While these funds will remain the sole property of the Chapter, they must be coordinated through and cleared by the national office for tax deduction purposes.
6. The Chapters are expected to develop their own artistic programs; however, it is recommended that close contact with the national organization be maintained in order to permit a flow of information on prospective performers, lecturers. programs, etc. On this matter, contact the President of the Society.