

MCANA BYLAWS

ARTICLE I. NAME

The organization shall be called the Music Critics Association of North America. (North America as defined here includes all of the United States, its possessions and all U. S. military installations; Canada and Mexico. Members living in other countries may be granted membership by approval of the Membership Committee.)

ARTICLE II. GOALS

1. To act as an educational medium for the promotion and development of high standards of music criticism in the press, broadcast media and other technologies disseminating information involving musical events.
2. To hold meetings and symposia at which discussion, criticism and an overall exchange of ideas occur.
3. To increase general interest in music by the reading and listening populations in North America.

ARTICLE III. MEMBERSHIP

1. Membership shall be in two categories: Full and Life. Membership shall be accorded to:

a.) Critics, journalists, editors, book authors, commentators and annotators who cover classical music with reasonable frequency as a staff critic or as a freelancer in a variety of media outlets, including Internet sites deemed bona fide by the Membership Committee. Students or apprentices, upon submission of unpublished or published writing samples as defined above, may also join. The Membership Committee may periodically review the work of members to confirm that their output continues to meet the admissions criteria. In addition, any member who is rejoining after not having paid dues for four (4) consecutive years may be asked to submit evidence of continued professional activity as noted above.

b.) Anyone who is a member as of January 1, 1995 and who does not meet the membership requirements in these bylaws may continue as a member for so long as he or she wishes to remain active.

2. Publicists, full-time performers, full-time administrators with musical organizations, performing arts organizations and concert presenters may not join MCANA.
3. Life Membership is an honorary membership status for distinguished critics who have devoted many years of service to the profession and the organization. In order for a member to be considered for Life Membership, a nomination must be made to the executive board, which must pass on it unanimously. A Life Member is entitled to all the privileges of membership and is not required to pay annual dues.
4. Membership lists will be made available to paid members each year.

ARTICLE IV. ADMISSION PROCEDURES

To join as a new member of MCANA, you must send an application, a professional resume and work samples for review by the Membership Committee. Please submit a completed application

form, one copy of your professional resume, and clear photocopies of or Internet links to four (4) bylined, substantive reviews, articles or program notes or broadcast tapes or scripts published within the preceding calendar year, or a book on classical music published within the last five (5) years. (Music calendars, listings or promotional materials, such as press releases, are ineligible). If you would like your work samples returned, you must enclose a stamped self-addressed envelope with requisite postage. Also, the name, title and telephone number of one professional reference must be included where indicated on the application form.

The Membership Committee, appointed by the President with the approval of the Board of Directors, includes five (5) members, among them one staff journalist, one editor, one freelancer and, if possible, one life member. Members serve for three (3) years.

ARTICLE V. EXPULSION

Any member may be expelled for misconduct. A two-thirds vote of the Executive Board is required. A board member may be stripped of the office by a two-thirds vote of the other Board members. The member in question must be given written notice of the misconduct charges at least one month prior to a vote. Examples of misconduct shall include, but not be limited to: fraud; abusive and threatening behavior; blatant conflicts of interest; blatant misuse of critic's ticket privileges; and violations of journalistic ethics, including plagiarism. Within these parameters, the Executive Board shall have full power to determine what shall constitute sufficient cause for expulsion.

ARTICLE VI. OFFICERS, MANAGING DIRECTOR, DUTIES, PAYMENT FOR SERVICES

1. Offices shall consist of a president, one vice president, a recording secretary and a treasurer. The term of each officer shall be two years.
2. Vacancies, other than of president, will be filled by a majority vote of the Executive Board.
3. The duties of each officer shall be as follows:
 - a.) President: May preside at all meetings of the organization and Executive Board. The president may call special meetings when deemed necessary. The president shall appoint all committee chairmen.
 - b.) Vice President: Shall be empowered to perform all the duties of the president in the event of the president's absence. In the event of a vacancy in the office of president, the vice president shall be named to fill such vacancy until the next election.
 - c.) Recording Secretary: Shall attend all Annual and Executive Board meetings and shall act as secretary to record all proceedings.
 - d.) Treasurer: Shall review the financial accounts of the organization and present an annual report to the Executive Board. The treasurer shall also deal with any other matters concerning the organization's financial condition as assigned by the president.

In addition to officers, there shall be a Managing Director (or other equivalent title as determined by the Board), named by the president and confirmed by a majority of the Board. The managing director will handle the organization's day-to-day operations: collect dues; pay the organization's obligations; serve as information resource for the membership; conduct all mailings, by post or email, to the membership; keep membership and financial records; assist with fundraising as needed; and handle the administrative functions of the organization and its website, www.mcana.org (or subsequent technological innovations on same), at its principal place of business. No managing director may serve on the Executive Board. The managing

director may be removed on 30 days notice, by request of the president, with the concurrence of a majority of the Executive Board.

5. The managing director is a paid position, the compensation subject to approval by a majority of the Executive Board. "Classical Voice North America," a web journal launched in 2013 as an initiative of MCANA, may pay honoraria to its contributors and editorial/production/business staff (with the exception of the MCANA president) to the extent that fundraising permits; a bank account and budget separate from the organization's will be maintained for this purpose.

ARTICLE VII. EXECUTIVE BOARD

The Executive Board shall consist of the officers plus five members at large. The Board shall have the power to make all decisions it deems prudent and in the best interests of the organization. It shall authorize all major expenditures and the site of annual meetings. The only matters requiring a vote of the membership shall be: to change fundamentally the character or mission of the organization by dissolution or merger with another organization; and to vote in the elections of officers and board members. Such matters require a majority vote of the members.

ARTICLE VIII. ANNUAL MEETING

The organization shall hold an annual meeting. Any meeting held during the calendar year may be designated the annual meeting. A business meeting will be held at such annual meetings. Members will receive notice of such meeting as early as practicable by first class mail and/or email. If 30 members attend, a quorum shall be deemed present. The treasurer will present a financial report for the past year. The president will also give a report on the activities of the past year and discuss projects for the year to come. Although attendees at the annual meeting will be asked to vote on locations for future annual meetings, such votes will not be binding on the Executive Board.

ARTICLE IX. ELECTIONS

1. NEW: Elections will be held every two years. Preparing a slate of officers and board members will be overseen by the immediate past president (ex-officio) of the organization, who will accept nominations from any active member and will form a nominating committee as needed to help in the process.

2. Elections will be by secret ballots mailed first class to eligible members. To be eligible to vote, a member must have paid dues for the election year. Ballots will be mailed at least one month before the deadline for submission, which will be two weeks before that year's annual meeting. Two people will be nominated for each of the officer's positions. Whenever feasible, ballots will be opened and tabulated at the annual meeting by the managing director and neutral witnesses; any member may request attendance at the ballot counting. If the managing director is not present at the annual meeting, he or she will arrange for the ballots to be counted with the assistance of neutral witnesses in time for the results to be relayed to the Executive Committee.

3. Each opening will be filled by the person getting the most votes. The at-large board positions will be filled in the order of votes received.

4. In the case of a tie vote for president, the members present at the business meeting will vote to decide the winner.

5. In the case of ties for any other officer, each will serve an equal portion of the term successively, taken in alphabetical order.

6. The runner-up for president is automatically elected to the Executive B

ARTICLE X. AMENDMENTS

Changes in these by-laws may be made by a vote of two-thirds of the Executive Board members who vote. Proposed amendments must be circulated at least 30 days before a vote is requested. Voting may be by mail or at an Executive Board meeting. At least six members must vote for a change to the by-laws.