

BY-LAWS OF INTERNATIONAL SOCIETY FOR MUSIC INFORMATION RETRIEVAL

ARTICLE I: NAME

A non-profit organization, incorporated under Part II of the Canada Corporations Act (hereinafter referred to as the Act), the name of the Society shall be the International Society for Music information Retrieval hereinafter referred to as the Society or ISMIR.

ARTICLE II: PURPOSE

The purposes of the Society shall be:

- 2.1 to foster the exchange of ideas between and among members whose activities, though diverse, stem from a common interest in music information retrieval.
- 2.2 to stimulate research, development, and improvement in teaching in all branches of music information retrieval.
- 2.3 to encourage publication and distribution of theoretical, empirical, and applied studies.
- 2.4 to cooperate with representatives of other organizations and disciplines toward the furtherance of music information retrieval.
- 2.5 to support and encourage diversity in membership and the disciplines involved as a fundamental aspect of the society.

ARTICLE III: MEMBERSHIP

- 3.1 Membership in the Society shall be open to those who are interested in the field of music information retrieval.
- 3.2 Payment of dues shall constitute a condition of membership.
- 3.3 The amount of annual dues shall be determined from time to time by the membership at the Annual Business Meeting of the Society.

- 3.4 Members of the Society in good standing may vote, nominate members for office, stand for office, and otherwise benefit from the activities of the Society.
- 3.5 The membership year shall be from January 1 to December 31.
- 3.6 Any member may withdraw their membership by formal notice in writing to the Board of Directors.
- 3.7 Any member who fails to pay membership fees as required will be considered to have withdrawn their membership.

ARTICLE IV: BOARD OF DIRECTORS

- 4.1 The property and business of the corporation shall be managed by a Board of Directors (henceforth called the Board). The Board will be comprised of at least three directors and they must be individuals, 18 years of age, with power under law to contract and members in good standing. The applicants for incorporation shall become the first directors of the society until the first Annual Business Meeting.
- 4.2 The directors shall serve as such without remuneration.
- 4.3 Directors shall be subject to removal by resolution at the Annual Business Meeting or at any special business meeting.
- 4.4 The Board shall hold at least one meeting per year at the annual International Society for Music Information Retrieval Conference prior to the Annual Business Meeting.
- 4.5 Three (3) directors shall constitute a quorum at any meeting of the Board.
- 4.6 The Board shall consist of the Officers of the Society, the President-Elect, and three (3) Members-at-Large.
- 4.7 The Board shall implement the by-laws and policies of the Society and shall be empowered to act for the Society between its meetings.
- 4.8 The Board shall be responsible for (a) the finances of the Society including disbursement of funds; (b) the creation of ad-hoc committees; (c) the publications of the Society; (d) the planning of the Annual Business Meeting of the Society, and (e) nominating the location for the future meeting of the annual International Society for Music Information Retrieval Conference.
- 4.9 Elections for all the positions on the Board will be held every two years. Each director will be elected by largest number of votes of the members attending the Annual Business Meeting, and shall hold office for a two-year term immediately following their election. A president cannot hold more than two terms, consecutive or not.

ARTICLE V: OFFICERS

- 5.1 The Officers of the Society shall be the President, the Treasurer, and the Secretary. The Officers shall be elected as described in 4.9.
- 5.2 The President shall preside at meetings of the Society and the Board of Directors; exercise general direction over the activities of the Society; represent the Society in liaison with other organizations.
- 5.3 The Secretary shall assist the President, shall assume the duties of the President in case of absence, incapacity or resignation of the President.
- 5.4 The Secretary shall have custody of and maintain the records of the Society, keep track of the memberships of the Society, and issue cheques against the funds of the Society. The Secretary shall have the custody of the corporate seal, if any. The Secretary shall nominate an ISMIR member from his or her institution who will be authorized by the President to countersign all cheques issued against Society funds.
- 5.5 The Treasurer shall keep the accounts of the Society and prepare a balance sheet for the Annual Business Meeting of the Society.
- 5.6 The Officers shall serve as such without remuneration.
- 5.7 The Officers shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

ARTICLE VI: MEETINGS

- 6.1 An Annual Business Meeting shall be held during the annual International Society for Music Information Retrieval Conference, which will be announced at least nine (9) months before the conference.
- 6.2 A quorum shall consist of twenty (20) voting members.
- 6.3 A minimum of twenty (20) percent of the voting members is needed to requisition the directors to call a special business meeting and should be accompanied by an agenda.
- 6.4 All decisions in business meetings shall be made by a majority of the votes cast by the voting members unless the *Act* or these by-laws otherwise provide.

ARTICLE VII: COMMITTEES

The Board may establish committees for specific purposes and appoint members as deemed necessary. Each committee of the Society shall report to the Board before the Annual Business Meeting. The Board may abrogate a committee at an Annual Business Meeting.

ARTICLE VIII: AMENDMENT OF BY-LAWS

The by-laws of the corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

ARTICLE IX: AUDITORS

The members shall at each Annual Business Meeting appoint an auditor to audit the accounts of the Society for a report to the members at the next Annual Business Meeting. The auditor shall hold office until the next Annual Business Meeting provided that the Board may fill any casual vacancy in the office of auditor. The auditor may not be a Director, Officer or employee of the Society without the majority consent of the voting members at the Annual Business Meeting.

ARTICLE X: EXECUTION OF DOCUMENTS

Contracts, documents, or any instruments in writing requiring the signature of the corporation, shall be signed by any two Officers and all contracts, documents, and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality.