

# CORPORATE BYLAWS

Online Conference for Music Therapy, Inc.

## Table of Contents

<b>Article I. Name, Purpose &amp; Resident Agent</b>	
A) Organization.....	3
B) Name.....	3
C) Purpose.....	3
D) Term.....	4
E) Principal Office.....	4
F) Resident Agent.....	4
<b>Article II. Mission Statement &amp; Objectives</b>	
A) Mission Statement.....	4
B) Objectives.....	4
<b>Article III. Corporate Restrictions</b>	
A) No Stock.....	5
B) Limits on Campaigning.....	5
C) Not for Private Interests.....	5
D) No Loans to Board Members.....	5
E) No private inurement.....	5
F) No Excessive Compensation.....	5
G) Tax Exempt Recognition.....	5
<b>Article IV. Board of Directors</b>	
A) General Board Responsibilities.....	6
B) Number of Board Members.....	6
C) Initial Directors.....	6
D) Ex-officio Board Members.....	6
E) Term.....	7
F) Board Elections.....	7
G) Qualifications.....	7
H) Vacancies.....	7
I) Mandatory Recusal from Voting.....	7
J) Removal of Board Members.....	7
<b>Article V. Board Meetings</b>	
A) Regular Meetings of Board.....	8
B) Special Meetings.....	8
C) Minutes.....	8
D) Quorum.....	8
E) Voting.....	9
F) Open/Close Sessions.....	9
G) Telephone / Online Meetings.....	9
H) Chairman.....	9
I) Vice Chairman.....	9
<b>Article VI. Officers.</b>	
A) Officer Positions.....	9
B) Executive Director/ President.....	9
C) Secretary.....	10
D) Treasurer.....	10
E) Compensation Limits.....	10
F) Officer Election.....	11
G) Removal of Officers.....	11
<b>Article VII. Reports.</b>	
A) Annual Report.....	11
B) Filings.....	11
<b>Article VIII. Non-Profit Purpose and Dissolution</b>	
A) Earnings.....	11
B) Payment on Dissolution.....	12
<b>Article IX. Amending By-Laws</b>	

# BYLAWS

## OF

### ONLINE CONFERENCE FOR MUSIC THERAPY, INC.

#### **Article I. Name, Purpose & Resident Agent**

##### **A) Organization.**

A non-stock Corporation has been organized pursuant to Maryland law and these Bylaws and, for that purpose, the initial Board caused Articles of Incorporation for Online Conference for Music Therapy, Inc. to be prepared, executed, and filed with the State Department of Assessments and Taxation ("SDAT") on or about December 31, 2014.

##### **B) Name.**

The Organization's name shall be **Online Conference for Music Therapy, Inc.** (hereinafter also "the Organization" and/or OCMT) The Organization may do business under other names approved by the Board, provided that any trade names are properly registered and that the use thereof does not violate law.

##### **C) Purpose.**

The Organization's purpose is as follows:

- i) to encourage and promote music therapy;
- ii) to educate professionals and members of the public by providing quality information and research related to professional music therapy;
- iii) to foster an association for music therapists;
- iv) to facilitate online conferences for persons interested in or working with music therapy;
- v) to do things necessary or incidental to the above and to exercise all powers now or hereafter conferred by the laws of the State of Maryland on nonstock corporations consistent with the charitable or exempt purposes of this Organization;
- vi) to do all things necessary or incidental to the operation of a non-profit corporation and engage in any other lawful activity consistent with the Articles and these Bylaws.

**D) Term.**

The term of the corporation began upon the SDAT's acceptance of the Articles of Incorporation on December 31, 2014 and shall continue in existence until its existence is terminated pursuant to these Bylaws.

**E) Principal Office.**

The principal office of the Organization in the State of Maryland shall be located at 1907 Lincoln Drive Annapolis MD 21401 or at any other place within Maryland upon which the Board Members agree.

**F) Resident Agent.**

The name and address of the corporation's initial resident agent in the State of Maryland shall be Christy Joy Shiloh whose address is 1907 Lincoln Drive Annapolis MD 21401.

**Article II. *Mission Statement & Objectives***

**A) Mission Statement.**

OCMT seeks to offer quality information and research in the professional field of Music Therapy. A key way OCMT does this is through online conferences related to music therapy, enabling participants and professionals from many parts of the world to participate.

**B) Objectives.**

Online Conference for Music Therapy, Inc. seeks to provide an online platform for music therapists from around the world to connect and share educative experiences about their work and profession.

We desire to provide music therapists with access to state-of-the-art conference and world-class expertise. Valuing the inclusion of all participants, including those with disabilities, OCMT will look for conference delivery software to assist full participation. Valuing students, the organization will endeavor to keep registration fees lower for those currently undergoing training in music therapy.

OCMT desires through internet access to ensure that music therapists do not feel professionally isolated, but instead feel empowered to share views, issues, concerns and positive outcomes. We believe that the more music therapists learn from the different practices across cultures the more powerful this profession will grow. Finally, OCMT seeks to provide quality materials for use by educators and members of the public to further learn about, and understand, the practice of music therapy.

### **Article III. Corporate Restrictions**

#### **A) No Stock.**

OCMT shall issue no stock and have no stockholders.

#### **B) Limits on Campaigning**

The Organization shall not attempt to influence legislation as a substantial part of its activities and it shall not actively campaign for or against political candidates for governmental office.

#### **C) Not for Private Interests**

The organization shall not be operated for the benefit of private interests, including the interests of the initial organizer, the organizer's family, the board members, family members of board members or any other individual.

#### **D) No Loans to Board Members.**

The organization shall make no loan of any kind to any board member nor shall it make any loan to any immediate family member of a board member.

#### **E) No private inurement.**

No part of the net earnings may inure to the benefit of any individual having a personal and private interest in the activities of the organization.

#### **F) No Excessive Compensation.**

If at any time a Board member is also an Employee, Officer, a party to a contract with the organization or otherwise the provider or recipient of services or value of any type to or from the Organization (whether individually or through an entity affiliated with that individual), that person shall not receive compensation in excess of reasonable market rates and shall not vote on any matter related to the provision or payment for such services.

#### **G) Tax Exempt Recognition.**

The Organization may seek recognition as a tax exempt entity under 501(c)(3) of the Internal Revenue Code and shall effectuate all filings for such recognition and adhere to such restrictions as may be necessary to obtain and maintain tax exempt recognition.

### **Article IV. Board of Directors**

#### **A) General Board Responsibilities.**

The Board of Directors shall establish policies to govern all online conferences and generally oversee the organization's business affairs. Such responsibilities shall include, but not be limited to:

- i)** The authority to select and remove all officers, agents, and employees of the Organization at will (except that the Executive Director shall not be removed except by supermajority vote); prescribe such powers and duties for them as are not inconsistent with law or these By-laws; fix their compensation; and require from them security for faithful service;
- ii)** The authority to change the principal business address from one location to another and to enter into any facilities lease, sale or purchase.

- iii)** The authority to grant any officer or officers, agent, or agents, to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Organization.
- iv)** The authority to oversee corporation operations to ensure that the vision and mission are adhered to;
- v)** The authority to establish dues and fees;
- vi)** The authority to, in consultation with the Executive Director and staff, set policies for participation in programs and/or the provision of services, provided that such provision will be consistent with the Non-Discrimination Policy attached hereto.

**B) Number of Board Members:**

The Organization shall have five (5) Directors / Board Members which number may be increased or decreased pursuant to these bylaws but in no event shall be less than four (4) or greater than twelve (12).

**C) Initial Directors:**

The names of the initial Directors upon filing Articles of Incorporation are as follows:

Mary Jane Landaker  
Aksana Kavaliova  
Christy Joy Shiloh  
Demian Kogutek  
Faith Halverson-Ramos

**D) Ex-officio Board Members.**

The Board of Directors may designate up to four non-voting, *ex-officio* members of the Board. Such members will be elected by a two-thirds majority vote of the full Board and their term of service will continue at the discretion of the Board.

**E) Term.**

Each initial director shall be appointed to either a one or two year term. The board shall commence staggered elections for the second year so that no more than half of board seats will be up for election in any given year. Besides the initial term for the initial board members, all board members shall serve a two year term. There shall be no term limits and a member may be elected to multiple successive terms if otherwise qualified to serve.

**F) Board Elections:**

The board (or a nominating committee appointed by the Board) shall gather names of qualified candidates interested in serving on the board and shall submit candidate names for vote at least thirty (30) days prior to the annual board meeting at which voting shall occur. If the board elects to extend voting rights to members / conference participants for purposes of electing the Board, then the names shall be submitted and distributed at least thirty (30) days prior to the annual February conference.

### **G) Qualifications.**

The Organization shall make efforts to secure Board Members with expertise valuable to the organization, who have a commitment to music therapy and a desire to enhance the professional growth of members. At least two-thirds (2/3) of the voting board members shall be United States citizens. Every board member shall sign the Conflict of Interest policy.

### **H) Vacancies.**

The Board for the unexpired portion of the term may fill a vacancy due to member and/or Board action, death, incapacity or resignation. Any Director vacancy arising may be filled by the affirmative vote of a majority of remaining Directors though less than a quorum of Directors remains.

### **I) Mandatory Recusal from Voting.**

- i) Compensation.** No Board Member shall vote on compensation for services performed by that board member (nor shall a board member vote on compensation or for any member of the board member's immediate family).
- ii) Contracts.** No Board Member shall vote on any contract involving a board member, or a company
- iii) Other Conflicts of Interest.** The Board shall ensure that no board member derives personal profit or financial gain through serving on the board. A board member may, in appropriate circumstances, after a vote by non-interested board members receive compensation for services unrelated to board membership provided that the board member refrains from voting or attempting to influence any vote on such compensation.

### **J) Removal of Board Members.**

- i) By Petition for Cause:** Three or more sitting Board members, or twenty or more members (or if the Organization has no members, twenty or more registered conference participants) may petition the Board for removal from the Board of any Board Member they feel lacks a basic commitment to the Organization's mission and objectives or diligence in matters brought before the Board. A Board Member may be removed from the Board by a super-majority vote of the Board Members not under consideration.
- ii) By Reason of Criminal Conduct:** Any Board member convicted of embezzlement, felony theft, fraud or felony abuse during the member's term shall be removed from office upon conviction. Any Board member who during his/her term comes under reasonable suspicion of, is charged with or indicted with any of the offenses referenced in this paragraph (or with any other felony whether or not enumerated) may be removed upon simple majority vote of the rest of the Board Members. Any removal vote of the remaining board members shall be binding and no member removed by vote under this section shall have standing to object based on the fact that s/he was or may be acquitted by a court of law.

**iii)** By Reason of Non-Participation: Any Board member who fails to appear at three consecutive meetings shall be removed from office. (Appearance by conference call or other means approved by these Bylaws counts as full appearance). A Board member removed under this subsection may petition for re-instatement upon showing of serious circumstances (such as unexpected and severe illness or injury) and provided that the petitioning member establish that s/he will be reasonably able to participate in an active and regular basis in the future.

**K) Duties of Loyalty.**

The Organization seeks to include the valuable contributions of directors who have pre-existing relationships and connections within the field of music therapy. With that view, any Board Member who works for, advances the causes of or advocates separately for a non-profit or for-profit organization in the field of music therapy will not for that reason be construed to have breached any duty of loyalty to the Organization.

**Article V. Board Meetings**

**A) Regular Meetings of the Board.**

Online Conference for Music Therapy, Inc.'s full Board of Directors shall meet at regular intervals of not less than once per quarter at a pre-announced time and place. Unless otherwise noted, meetings shall be held at the principal offices of the Organization with live telecast / webcast for Board members not residing in Maryland.

**B) Special Meetings.**

Special meetings of the Board may be held at a time and place designated by the Board to address such issues as may come before the Board and shall be called by the Chairman or any two Directors. Special meetings require a minimum of five (5) business days notice, unless all board members unanimously waive notice.

**C) Minutes.**

Minutes of all regular Board meetings will be published and maintained in the Organization's Corporate Record Book.

**D) Quorum.**

Two-thirds of the full Board shall constitute a quorum for full Board action. Board proxies may only be held for specific issues, exercised only in behalf of that issue. If there are not sufficient Board members in office to constitute a quorum as provided in these By-laws, a majority of Board members may qualify or approve new Board members.



**E) Voting.**

Matters brought to the Board at a duly noted meeting shall require a simple majority vote to pass, except where a super-majority vote is specifically required. Matters requiring a super-majority vote shall require an affirmative vote of at least seventy-five percent (75%) of the board members in attendance.

**F) Open/Close Sessions.**

The Board shall when it deems appropriate to open a meeting, publish notice to the general public and/or conference attendees at least two (2) days before a scheduled regular Board meeting. However, the board may limit voting to a closed session *and* may, as circumstances dictate, adjourn to closed session from time to time as the need to address personnel or other issues.

**G) Telephone / Online Meetings.**

The Board may allow Directors to attend regular meetings by means of real-time, live telephone or online conference. Any Board member present in “real time” telephone or online conference is treated as if present in-person, provided that every Board member in attendance is able to fully participate (including receiving and send communications in real-time) and view documents by fax, online collaboration or other means.

**H) Chairman.**

The Chairman shall, when present, preside at all meetings of the Board of Directors. S/he may sign with the Secretary, or any other full and proper officer thereunto authorized by the Board, any checks/drafts, deeds, contracts or other instruments, which the Board has authorized to be executed.

**I) Vice-Chairman.**

In the absence of the Chairman, or in the event of the inability of the Chairman to act, the Vice- chairman shall perform the duties of Chairman. The Vice-chairman shall perform such duties as from time to time may be assigned to him/her by the Chairman or the Board of Directors.

**Article VI. Officers.**

**A) Officer Positions**

The officers shall be an Executive Director, a Treasurer, and a Secretary, each of whom shall be elected by the Board of Directors. The Board, as it deems necessary, may elect such other officers and assistants. The same person may not hold the office of Executive Director and Treasurer at the same time.

**B) Executive Director/ President.**

- i)** The *Executive Director/ President* (each title may be used interchangeably) of the organization shall be the chief executive officer and official advisor and executive agent of the Board and its Executive Committee.
- ii)** The Executive Director shall exercise the general superintendence over all the affairs of the organization and bring such other matters to the attention

of the Board as are appropriate to keep the Board fully informed and able to meet its responsibilities.

- iii)** The Executive Director shall have the power, on behalf of the Trustees, to sign any and all contracts for which funds have been allocated and authorized by the Board in the approved operating budget, or in any capital budget or emergency expenditure authorized and approved by the Board.

### **C) Secretary.**

The Secretary or his designee shall:

- i)** Keep the minutes of all corporate meetings and actions;
- ii)** See that all notices are duly given in accordance with the provisions of these by-laws or as required by law;
- iii)** Be responsible to keep and maintain corporate records and the Corporate Record Book.
- iv)** Sign with the Chairman of the Board any legal instrument approved by the Board; and
- v)** Generally perform the duties of the office of secretary including such other duties as from time to time may be assigned to him/her by the Chairman or by the Board.

### **D) Treasurer.**

The Treasurer or his/her designee shall:

- i)** Be selected by the Chairman from within or outside of the Board and approved by the Board.
- ii)** Have charge of and be responsible for all reporting and accounting of funds of the Organization.
- iii)** Cause to be kept and maintained adequate and correct books and records of accounts of the properties and business transactions of the Organization.
- iv)** Receive and give receipt for moneys due and payable to the Organization and deposit all such monies in the name of Online Conference for Music Therapy, Inc. in such bank(s) as selected by the Board.
- v)** Give to the Directors, whenever requested, an account of transactions as Treasurer and of the financial condition of the Organization; and
- vi)** In general perform all duties incidental to the office of Treasurer as set out by the Board.

### **E) Compensation Limits.**

The officers shall be entitled to compensation for their services, provided such compensation shall be reasonable. The Organization shall ensure that it does not pay above-market compensation or any excess benefit not tied to reasonable market rates to: i) any board member, ii) any immediate family member of a board member.

**F) Officer Election.**

The officers shall be elected annually by the Board of Directors at the first meeting of each fiscal year. Each Officer shall hold office until his successor shall have been duly elected.

**G) Removal of Officers.**

Any elected officer or agent may be removed from office by super-majority vote of the Board of Directors whenever in its judgment the best interests of the Organization will be served thereby. A decision to terminate the services of the Executive Director can be undertaken only at a special meeting of the Board, subject to all the conditions of a special meeting and requiring an affirmative vote of at least seventy-five percent (75%) of the Board.

**Article VII. Reports.**

**A) Annual Report.**

The Board will compose, review with the officers, and issue an annual written report. This report will be made available no later than May 1 for the previous fiscal and organization calendar year. The report should include, but not be limited to the year- end financial reports; year-to-date funding; statistics related to persons served; the Board's annual evaluation of the Organization; the listing of all Board members, and such other business deemed appropriate by the Board.

**B) Filings.**

The organization shall promptly file any annual report required by law, including if applicable Form 990.

**Article VIII. Non-Profit Purpose and Dissolution.**

**A) Earnings.**

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Articles of Incorporation. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by a Organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of a future United States Internal Revenue Law) or (b) by a Organization,

contributions which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

**B) Payment on Dissolution.**

Upon the dissolution of the Organization, the BOARD shall, after paying or making provision for the payment of all corporate liabilities, dispose of all of the assets of the Organization to another non-profit organization for other charitable, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the BOARD shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in which the principal office of the corporation is then located, exclusively for such purpose or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes, with the intent and desire of the Organization being that such recipient organization be related in some way to the advancement of music therapy.

**Article IX. Amending By-Laws**

**A) Procedure for Amendment.**

Except for Articles II and III, these by-laws may be altered, amended, or repealed by a super majority vote of the Board at any regular or special meeting provided a minimum of ten days written advance notice has been provided, specifically enumerating such proposed changes or amendments. Articles II and III may only be amended by unanimous vote of the entire sitting Board.