

# *Constitution of The Hymn Society in the United States and Canada*

## **Article I: Name**

The organization shall be known as The Hymn Society in the United States and Canada, Inc.

## **Article II: Objectives**

As an ecumenical organization The Hymn Society will serve as a resource for the broader culture...

- by promoting congregational song through:
  - creating an awareness of various traditions and styles in congregational song
  - promoting the collection and dissemination of hymnic data
  - modeling regional and community based events
- by encouraging congregational song through:
  - writing and publishing of congregational songs, hymn texts, and hymn tunes
  - encouraging research, discussion, and the preparation and dissemination of addresses, articles, books, audio-visual material, and digital resources upon hymnic subjects
- by enlivening congregational song through:
  - cultivating vital congregational singing
  - expressing through congregational song the spirit and needs of contemporary life and thought
  - education, training, and formation

## **Article III: Members**

Persons and institutions in agreement with the objectives of the Society are eligible for membership and shall pay designated dues. All members shall have the privilege of voting in the meetings of the Society.

Authors of hymns, composers of hymn tunes, editors of hymn books, scholars, and recognized contributors to the field of congregational song who have demonstrated service to The Hymn Society may be designated Fellows of the Hymn Society by the Executive Committee. They shall be exempt from payment of dues.

Persons who are distinguished for their eminent service to congregational song may be elected Honorary Members of the Society by the Executive Committee. They shall be exempt from payment of dues.

## **Article IV: Duties of the Elected Executive Committee Members**

All elected members of the EC must be active members in good standing at the time of their election and throughout the term of their service.

The duties of the elected Executive Committee members and their terms of office are:

### *1. The President shall:*

- serve for two years and then succeed to the Immediate Past Presidency;

- preside at the annual meeting of The Hymn Society in the United States and Canada, Inc.;
- preside at meetings of the Executive Committee;
- make all necessary committee appointments upon recommendation of the Leadership Development Committee in consultation with the Executive Committee;
- serve as official representative of the Society;
- chair the Investment Committee;
- countersign checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Society;
- serve as *ex officio* member of all standing committees and boards.

The President shall serve for two years and shall not be eligible for immediate reelection to that office.

2. *The President-Elect* shall:

- serve for two years and then succeed to the Presidency;
- preside at meetings of the Executive Committee in the President's absence or at the President's request;
- chair the Leadership Development Committee.

The President-Elect shall be elected by the Society upon nomination of the Executive Committee or from the floor at the Annual Meeting. In the event that the President is unable to complete the term of office, the President-Elect succeeds to the Presidency immediately and will complete that term of office before serving his or her own designated term of office.

3. *The Immediate Past President* shall:

- serve for two years;
- serve as convener of the Past President's Council and serve as liaison between that group and the Executive Committee;
- chair the Institutional Advancement Committee;
- serve on the Leadership Development Committee.

4. *The Treasurer* shall:

- oversee the preparation of the budget and necessary financial statements;
- review periodic financial reports from the Executive office;
- present a financial report at the Annual Meeting;
- sign checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Society;
- serve on the Investment Committee and the Institutional Advancement Committee.

The Treasurer shall serve for a two year term and may be reelected for not more than one additional term.

The Treasurer shall be elected by the Society upon nomination of the Executive Committee or from the floor at the Annual Meeting.

5. *The Secretary* shall:

- record and compile the minutes of the Annual Meeting;
- record and compile the minutes, votes, and acts of all proceedings of the Executive Committee;
- ensure that all records of proceedings of the Society and the Executive Committee are added to the Society archives;
- maintain a list of the Fellows and Presidents of the Society and their biographies.

The Secretary shall serve for a two year term and may be re-elected for not more than one additional term.

The Secretary shall be elected by the Society upon nomination of the Executive Committee or from the floor at the Annual Meeting.

6. *The Director of Research* shall:

- coordinate and facilitate hymnological research projects;
- serve as a member of the Editorial Advisory Board
- manage the Emerging Scholar Forum;
- coordinate the application and review process for the McElrath-Eskew Research Fund.

The Director of Research shall serve for a three year term and may be re-elected for not more than one additional term.

The Director of Research shall be elected by the Society upon nomination of the Executive Committee or from the floor at the Annual Meeting.

7. *Three Members-at-Large* shall:

- serve as liaison between the Society membership and the Executive Committee;
- serve on at least one standing or ad hoc committee.

Members-at-Large shall be elected by the Society upon nomination of the Executive Committee or from the floor at the Annual Meeting for three-year terms and are not eligible for immediate re-election to that office.

**Article V: Executive Committee**

The Executive Committee shall consist of nine voting members: President, President-Elect, Immediate Past President, Treasurer, Secretary, Director of Research, and three Members-at-Large; and one non-voting member: the Executive Director.

The Executive Committee shall be empowered:

- to establish criteria for membership and set the dues;
- to articulate the vision for the Society's work and develop strategies to realize this vision;

- to establish the annual budget, exercise fiduciary trust to assure the long-term financial stability of the organization;
- to formulate procedures and policies to administer the affairs of the Society which shall be maintained in a Policies and Procedures Manual;
- to employ, discharge, prescribe duties, fix compensation, and supervise all officers, agents, and employees of the Society;
- to appoint the Editor of THE HYMN;
- to constitute ad hoc committees as needed;
- to appoint persons to fill any vacancies of officers, agents, or employees which may occur;
- to provide for the maintenance of the archives of the Society;
- to assign any of these duties from time to time to any officer, agent, or employee.

The Executive Committee shall determine the time and place of its meetings. Meetings may be called by the President or on written notice from three members of the Committee.

The presence of five voting members of the Executive Committee shall constitute a quorum. In exceptional circumstances, on initiation of the President with the approval of five other voting members of the Executive Committee obtained by mail, email, or telephone, a quorum will consist of four voting members.

#### **Article VI: Standing Boards, Committees, and Councils**

The following are the standing boards, committees and councils of the Hymn Society. The President and Executive Director are ex-officio members of all standing boards and committees. Unless otherwise stated, the President is responsible for appointing the members of each committee in consultation with the Executive Committee and members of each committee may serve as long as is mutually agreeable.

##### *1. Editorial Advisory Board*

The Editorial Advisory Board shall consist of the Director of Research and a minimum of three Members-at-Large, to serve as an advisory council to the Editor of THE HYMN. The Editor shall serve as Chair of the Editorial Advisory Board. The Members-at-Large of the Editorial Advisory Board shall be appointed to a three-year term by the Executive Committee and may be reappointed. Individuals may serve for no more than two consecutive terms.

##### *2. Past Presidents' Council*

The Past Presidents' Council shall consist of all living former Presidents of the Society and former Executive Directors and shall be convened annually by the Immediate Past President to serve as a committee of advice to the Executive Committee.

##### *3. Institutional Advancement Committee*

The Institutional Advancement Committee shall consist of the Immediate Past President as chair, the President, the Treasurer, the Executive Director, and three to five additional members. Appointed members serve three-year terms. The Committee shall meet as needed in order to support efforts in community-building and fund-raising in which the Society may engage, under

the primary direction of the Executive Director, in an effort to support the Society's ongoing work.

#### *4. Investment Committee*

The Investment Committee shall consist of the President as chair, the President-elect, the Treasurer, the Executive Director, and three additional members. The Committee shall meet at least quarterly in order to manage the Endowment of the Society.

#### *5. Leadership Development Committee*

The Leadership Development Committee shall consist of the President-elect as chair, the President, the Immediate Past President, the Executive Director, and one additional member. The Committee shall maintain a record of all current, historic, and ad hoc committees and boards and shall meet as needed in order to receive nominations and suggestions for all elected and appointed leadership positions, present and future, and to recommend a slate of candidates for said leadership positions to the Executive Committee for its consideration as need for such recommendation arises.

### **Article VII: Records and Reports**

The Society shall keep at its principal office

- minutes of all meetings of the Executive Committee, committees and boards of the Society, and the Annual Meeting of the Society;
- adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- a copy of the Society's Articles of Incorporation, Constitution, and Policies and Procedures as amended to date, which shall be open to inspection by the members of the Society at all reasonable times during office hours;
- a copy of the Whistle Blower Protection Policy which shall be reviewed at least annually and may be revised by the Executive Committee;
- a copy of the Conflict of Interest Policy which shall be reviewed at least annually and may be revised by the Executive Committee;
- a copy of the Document Retention Policy which shall be reviewed at least annually and may be revised by the Executive Committee;
- a copy of the Investment Policy which shall be reviewed at least annually and may be revised by the Executive Committee;
- a copy of the Gift Acceptance Policy which shall be reviewed at least annually and may be revised by the Executive Committee.

### **Article VIII: Execution of Instruments**

#### *1. Instruments*

The Executive Committee, except as otherwise provided in this Constitution, may by resolution authorize any officer, agent, or employee of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## *2. Checks and Notes*

Except as otherwise specifically determined by resolution of the Executive Committee, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Society shall be signed by the Treasurer and countersigned by the President.

## *3. Deposits*

All funds of the Society shall be deposited, from time to time, to the credit of the Society in such banks, trust companies, or other depositories as the Executive Committee may select.

## *4. Gifts*

The Executive Committee may, in accordance with the Gift Acceptance Policy, accept on behalf of the Society any contribution, gift, bequest, or devise for the nonprofit purposes of this organization.

## **Article IX: Meetings**

A business meeting of the Society shall be held annually. Fifty (50) members shall constitute a quorum. Election for the Executive Committee shall take place at the Annual Meeting or by mail or email vote of the members. Mail or email ballots will be prepared by the Executive Director with provision for write-in candidates. Results will be certified by the Executive Committee and announced to the membership. Additional meetings of the Society may be called by the Executive Committee.

## **Article X: Chapters**

Any group of at least seven (7) members of The Hymn Society in the United States and Canada, Inc. may apply to the Executive Committee of the Society to be chartered as an organized unit of the Society with the designation "The \_\_\_\_\_ Chapter of The Hymn Society in the United States and Canada, Inc.," provided that the objectives set forth in Article II are maintained. Each chapter shall be free to conduct its own affairs and to set up its own program of activities. Each chapter shall provide an annual report to the Executive Director in advance of the annual business meeting. The Executive Committee reserves the right to revoke the charter of a chapter.

## **Article XI: Disposition of Assets**

All assets of The Hymn Society in the United States and Canada, Inc. shall in the event of its dissolution be directed to support the Hymnological Collections at Boston University School of Theology Library. The assets shall be administered by the Trustees of Boston University as a fund to promote non-profit scholarly projects in the field of congregational song. If the Trustees of Boston University do not qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Service Code of 1954 (or corresponding provisions of any future United States Internal Revenue law), then upon the dissolution of the corporation, the Executive Committee shall, after paying or making provision for payments of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the Society in such manner, or do such exclusively for charitable education, 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 Service Code of 1954 (or corresponding provisions of any future United States Internal Revenue law), as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the Supreme Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article XII: Indemnification**

### *1. Exculpation of Directors*

Pursuant to the code of the state of New York, all non-compensated Officers of the Society shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Society except when the act of omission of such officer, gives rise to a cause of action, amounts to willful or wanton misconduct or fraud, or gross negligence. For purposes of this Article, the term "officer" shall include the Society's Officers, Directors and Trustees, and the members of any other governing body of the Society.

### *2. Indemnification by Society of Directors and Officers*

The Society shall indemnify an officer of this organization who is or was a party to any proceeding by reason of the fact that the person is or was such an officer or is or was serving at the request of the organization as a Director, Trustee, Officer, employee or agent of another corporation, partnership, joint venture, trust employee benefit plan or other profit or non-profit enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the Society shall make advances and reimbursements for expenses incurred by an officer of the Society in a proceeding upon receipt of an undertaking from the officer to repay the same if it is ultimately determined that the person is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Society and shall be accepted without reference to the person's ability to make repayment. The Executive Committee is hereby empowered to contract in advance to indemnify and advance the expenses of any officer of the Society.

### *3. Insurance for Corporate Agents*

Except as may be otherwise provided under provisions of law, the Executive Committee may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Society (including a Director, Officer, employee, or other agent of the organization) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Society would have the power to indemnify the agent against such liability under the Articles of Incorporation, this Constitution, or provisions of law.

### *4. Indemnification Continued*

In the event of a change in the composition of a majority of the Executive Committee after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to this Article shall be made by special legal counsel agreed upon by the Executive Committee and the proposed indemnity. If the Executive Committee and the

proposed indemnity are unable to agree upon such special legal counsel, the Executive Committee and the proposed indemnity each shall select a nominee, and the nominees shall select such special legal counsel.

**Article XIII: Amendments**

Amendments may be made to this Constitution by a two-thirds vote of those present at any meeting of the Society, provided that notice of the action proposed, together with the text of any changes, has been provided to all members in writing in advance of the meeting.

Any Policies and Procedures of the Society, including those enumerated in Article VII, may be amended by a two-thirds vote of the Executive Committee.