

By-Laws of the National Standards Board For Therapeutic Musicians

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization will be National Standards Board for Therapeutic Musicians (NSBTM)

Section 2 – Purpose: The NSBTM is a governing body that establishes, maintains and promotes professional standards of practice for programs that train and certify therapeutic musicians. The NSBTM accredits training Programs that meet the established standard of practice. By providing a forum for communication and collaboration among accredited programs, the NSBTM supports the continuing education and development of the field of therapeutic music and its service to the public.

ARTICLE II – MEMBERSHIP

Section 1 – Membership: Membership shall consist of the board of directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Board role, size and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of the day-to-day operations to the staff and committees. The board shall have up to 7, but not fewer than 5 members. The majority of the board will be comprised of representatives of the programs accredited by the NSBTM. At least one board member shall represent the population served. The board receives no compensation other than reasonable expenses.

Section 2 – Proceedings: Proceedings shall follow the spirit of Roberts Rules of Order Revised, amended to fit the needs of this organization. The Board of Directors or Executive Committee, through majority vote of not less than 60%, shall make rulings and approvals.

Section 3 – Terms: All board members shall serve 2 or 3 year terms. The length of terms shall take into consideration the need to stagger terms.

Section 4 – Meetings and notice: The board shall meet at least 4 times a year, at an agreed upon time and place. An official board meeting requires that board members have a written notice at least two weeks in advance.

Section 5 – Board Nominations: New directors shall be nominated by members of the board during the last quarter of each fiscal year to replace those whose terms will expire at the end of the fiscal year. Nominations shall take place during a regular meeting of the Board of Directors, called in accordance with the provisions of these bylaws.

Section 6 – Board Elections: New directors of the corporation shall be elected by the board of directors at the annual meeting. The annual meeting will be held in the first quarter of fiscal year in accordance with the provisions of these bylaws.

Section 7 – Election Procedures: New directors shall be elected by the consensus of directors present. Directors so elected shall serve a term beginning on the first day of the new fiscal year.

Section 8 – Quorum: For business transactions to take place and motions to pass, a quorum must be present. A quorum shall be defined as a majority (51%) of the Board of Directors.

Section 9 – Officers and Duties: There shall be four officers of the board, consisting of chair, vice-chair, secretary, and treasurer. Their duties as follows:

1. The Chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.
2. The Vice-chair shall chair committees on special subjects as designed by the board.
3. The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
4. The Treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the board members and public.

Section 10 – Vacancies: When a vacancy exists midterm, the secretary must receive nominations for new members from present board members two weeks in advance of

the board meeting. These nominations, to be agreed upon at the next board meeting, shall be sent out to board members with the regular board meeting announcement.

Section 11 – Resignations, Terminations and Absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to more than two inexcusable absences from board meetings in one calendar year; breaking the confidentiality of the Board; or by conducting themselves in an inappropriate manner; a board member may be removed for other reasons by a consensus of the remaining directors.

If a board member in good standing is going to miss a scheduled meeting, that board member may assign a member of the Representative Council to act as a proxy at that meeting in his/her absence. A board member may exercise the option of a proxy no more than two times during any one calendar year.

Section 12 – Special Meetings: Special meetings of the board shall be called upon the request of the chair, or by consensus. The secretary shall send out notices of special meetings to each board member at least one week in advance.

ARTICLE IV – ADVISORY BOARD

Section 1 – Advisory Board role: The Board may appoint an advisory board of volunteer professional advisors. Members of Advisory Board shall advise the Board on matters relating to the Corporation’s purposes and operation.

Section 2 – Advisory Board terms: Each such appointment shall be for the term of one year, unless the appointment is made other than at the Annual Meeting of the Board. In such a case, the term shall end at the end of the Board’s second Annual Meeting after the date of appointment. The Board may renew an appointment to the Advisory Board for any number of terms.

ARTICLE V – REPRESENTATIVE COUNCIL OF THERAPEUTIC MUSICIAN (TM) PROGRAMS

Section 1 – Representative Council’s role, size and compensation: Representative Council members represent an accredited therapeutic musician training program or an affiliate member of the NSBTM. Representatives support the goals of the NSBTM, provide input on agenda items, and serve on committees. Each program accredited by

the NSBTM, or each affiliate member, may have only one representative present at the board of directors meetings. Representative Council members have no vote at board of director meetings. Representatives shall receive no compensation from the NSBTM.

ARTICLE VI – COMMITTEE FORMATION

Section 1 – Committee Formation: The board may create committees as needed, such as fundraising, housing, public relations, data collections, etc.

Section 2 – Executive Committee: The four officers serve as members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 – Finance Committee: The Treasurer is chair of the Finance Committee, which includes one other board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, fund raising and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board, or the Executive Committee. The fiscal year shall be the calendar year. Annual reports must be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and public.

ARTICLE – VII – DIRECTOR AND STAFF

Section 1 – Executive Director: The board of directors may hire an executive director. The executive director has day-to-day responsibilities for the organization, including carrying out the organizations goals and policies. The executive director shall attend all board meetings; report on the progress of the organization, answer questions of the board members, and carry out the duties described in the job description. The board can designate other duties as necessary. In the absence of an Executive Director, the responsibility will be taken up by the Chair of the Board.

Section 2 – Amendments: These by-laws may be amended by a majority of at least 60% of the Board of Directors present at an appropriately scheduled and announced

meeting, provided a quorum has been established. Proposed amendments to the By-Laws must be submitted to the Secretary who shall notify all Board members by written communication (electronic) at least 20 days prior to being considered for a vote. Notification of proposed amendments to the by-laws shall be distributed to board members as a separate communication.

ARTICLE – VIII – INDEMNITY

Section 1 – The Corporation will indemnify and defend each Director and Officer of the Corporation, and their heirs, legal representatives and devisees, against all loss, liability or expense (including costs and attorneys' fees actually and reasonably incurred) in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Director or Officer is made a party by reason of being or having been an Officer or Director.

Section 2 – The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director or Officer will not be indemnified if the Director or Officer is adjudged to have been guilty of willful misconduct or recklessness in the performance of duty to the Corporation. Advance indemnification may be allowed of a Director or Officer for expenses to be incurred in connection with the defense of the action, suit or proceeding, if the Director or Officer agrees to reimburse the Corporation if it is subsequently determined that the Director or Officer was not entitled to indemnification by reason of willful misconduct or recklessness in the performance of duty to the Corporation.

ARTICLE – IX – DISSOLUTION

Section 1 – Upon the dissolution: This corporation, after payment of all debts and financial obligations, shall distribute all of its net assets to an entity selected by the board or other committee charged with winding up the affairs of the corporation, which entity shall be an organization in good standing which is qualified as an exempt organization under the provisions of Section 501 (c) 3 of the Internal Revenue Code.

By-Laws of the National Standards Board For Therapeutic Musicians modified on April 15, 2020.