

MOISA Bylaws

Art. 1 Incorporation and head office

“MOISA: the International Society for the Study of Greek and Roman Music and its Cultural Heritage” (hereafter, the “Society”) is hereby incorporated.

The Society is an apolitical, voluntary, non-religious, no-profit organisation. Its activities and structure are based upon, and regulated by, democratic principles, tolerance and mutual respect.

The Society’s registered head office is in Ravenna, at the Dipartimento di Beni Culturali of the University of Bologna in via degli Ariani 1.

Art. 2 Aims

The Society shall promote the preservation, study, and appreciation of ancient Greek and Roman music and musical theory, and its cultural heritage from antiquity to the present.

In keeping with this, the aims pursued by the Society include (but are not limited to) the following:

- Fostering research into ancient Greek and Roman music and its cultural heritage, especially of an interdisciplinary kind, by coordinating both national and international groups and research projects;
- Promoting ethnomusicological studies that aim at documenting the significance and presence of performance practices that are akin to ancient ones in living folk musical traditions;
- Contributing to the cataloguing and the study of musical assets (archaeological, bibliographical and archival assets, musical instruments, audio recordings, iconographical material, theatre material and so forth) related to the ancient Greek and Roman civilizations and their cultural heritage, preserved in public institutions and/or in private foundations and collections;
- Organising an international conference, normally once a year, in collaboration with Universities, Academies and other Institutions, to discuss the results of current research;
- Organising seminars, conferences and meetings and other initiatives (prizes, competitions etc.) to foster awareness of the various aspects of Greek and Roman music, and its reception in later ages, in partnership with affiliated societies and through formal collaborations with private as well as public institutions, such as Associations, Foundations, Academies, Museums, Universities, Conservatoria, Schools of every type and level, ;
- Contributing to the developing debate about classical education, in partnership with relevant institutions, and promoting the dissemination of research results among school teachers at all levels;
- Promoting publications such as monographs, book series and journals, in relevant research fields.

Art. 3 Financial means and assets

The Society’s assets include the following:

- membership fees;
- movable and immovable property;
- financial contributions from public or private institutes;
- legacies and donations;

- compensations;
- side activities with a commercial purpose;
- income arising from any activities carried out by the Society.

In exceptional circumstances, and for manifestly legitimate reasons, the Executive Committee may ask the Society's members for additional financial contributions.

Donations and legacies shall be formally accepted by the Executive Committee following the authorisation of the General Assembly, which shall decide on how to employ these sums in accordance with the aims of the Society.

The funds belonging to the Society shall be deposited on an Italian bank account to be managed by the President and the Treasurer, each with independent signing authority.

Distribution of profits, unused money and funds, reserves and capital shall not be allowed as long as the Society exists and operates, unless specifically required by the Law.

The Society's assets cannot be transferred.

In case of dissolution by expiration or any other reason, the Society shall be required to donate all its assets to another Society with similar aims; alternatively, it shall establish how the assets should be employed for the public benefit, in consultation with the relevant overseeing authorities (Art. 3, comma 190, Legge 23 dicembre 1996 nr. 662), unless a different use is established by law.

Art. 4 Membership

Any individual or entity who is interested in supporting the Society's aims and adhere to the principles set out in the present code of bylaws may join MOISA as a member. Membership is organised as follows:

- *Ordinary Members*: individuals or entities who are in good standing, i.e. have paid the annual fees established by the Executive Committee;
- *Supporting Members*: individuals or entities who, in addition to the annual fees, freely decide to support the activities and aims of the Society by offering additional financial assistance;
- *Honorary Members*: individuals, entities or institutions who have offered key contributions to the Society's activities through their research activities as well as their moral and/or financial support. Honorary members are not subject to annual fees, but are free to make voluntary donations to the Society (Art. 11).

The Executive Committee examines all applications to join the Society as an ordinary or supporting member. All applications should be sent in writing to the President. Nominations for Honorary membership are put forward by the Executive Committee and approved by the Assembly, with a qualified majority of two thirds of the members eligible to vote.

All members must comply with the rules and regulations established in the present Code of Bylaws, as well as any additions outlined in Art. 16.

Violations of these rules which are in any way prejudicial to the Society's aims, or affect its financial assets, shall be dealt with by the Executive Committee, who shall issue a warning or an expulsion from membership.

Members must pay their annual membership fees by the due date; after this date, the Treasurer may solicit payment from defaulting members.

Ordinary members in good standing, supporting members and honorary members are entitled to partake fully in the Assembly and vote, and to be a candidate for any offices.

Defaulting members who do not pay their dues even after receiving a reminder from the Treasurer, shall remain members of the Society but will not be eligible to vote or be elected for offices. Upon payment of their dues, members will automatically reacquire these rights.

Members in good standing will also benefit from specific advantages, according to the details provided in Article 16, such as discounted registration rates for the Moisa Meetings and reduced subscription rates for the Society's Journal.

Art. 5 Governing bodies

The Society's governing bodies and offices are the following:

- General Assembly;
- Founding President;
- Presidents;
- Executive Committee;
- Treasurer.

Art. 6 General Assembly

The Assembly is the main governing body of the Society, and oversees the correct management of its activities. It includes all members in good standing, each of whom is entitled to one vote and only one vote.

The Assembly is convened by the President at least once a year, with thirty days' notice.

An announcement of the upcoming Assembly, including its agenda, is to be sent by email to all members and must be also published on the Society's website. Defaulting members are not eligible to vote, but will be allowed to speak at the Assembly, should they wish to.

The Assembly will be chaired by the President or, in his/her absence, by the Vice-President, the Founding President, the upcoming President (in this order); if all of the above were not to be present, the Assembly is to be chaired by a member chosen by mutual agreement by the members in attendance.

All discussions and deliberations undertaken by the Assembly must be detailed in written minutes, both in English and Italian. At the start of the proceedings, the President or the Chair of the meeting shall appoint one of the members in attendance as Secretary in charge of the minutes. At the end of the proceedings, the minutes must be signed by the President and the Secretary in charge, and promptly shared with all other members.

Minutes of the Assemblies must be diligently kept by the Treasurer, and must also be published on the Society's website as well as circulated by email to all members.

Apart from the cases in which a different majority is prescribed by the present Code of Bylaws, decisions shall be taken by a majority vote and are deemed valid independently from the total number of attendees.

Members who cannot partake in the Assembly may be represented by a proxy provided that they express their wish in a written mandate, whereby they declare that they will accept the proxy's choices, including in matters of voting. The President must receive these written mandates before the start of the proceedings. No individual Member can hold more than three proxies in addition to his/her own vote.

The Assembly has the following powers:

- It elects the President, the incoming President, and the other members of the Executive Committee;
- On the basis of a simple majority vote of the members in attendance, the Assembly establishes the total number of the members of the Executive Committee; it approves the yearly report offered by the President; it sets the Annual Fees according to the proposals made by the Executive Committee; it approves the yearly budget and financial report, as well as the topic and location of the Annual Meetings; and any other item on the agenda;

- On the basis of a qualified majority of two thirds of the members eligible to vote, the Assembly approves nominations for honorary memberships, and establishes internal rules and regulations according to Art. 16, as well as any amendments to the present Code of Bylaws, and any early dissolutions, extensions or renewals of the Society in its present form.
- It offers advice and guidance about the management of the Society.

In case of a tie, the President has the casting vote.

The President can call a special assembly on receipt of a written request. Such a request must be sent with six months' notice and may be put forward by the Executive Committee, or by a group of members amounting to at least a tenth of the whole membership. As in the case of ordinary assemblies, announcements of special assemblies, including their agendas, must be circulated at least thirty days in advance of the proposed date.

Art. 7 Founding President

In recognition of his extraordinary academic achievements, as well as his key contributions to the establishment of an international network of scholars working on Greek and Roman Music and to the foundation of MOISA, Andrew D. Barker is nominated Founding President of the Society for life. He shall also be an unelected permanent member of the Executive Committee. He is therefore eligible to vote both as a Member of the Executive Committee and as a Member of the General Assembly.

Art. 8 Presidents

The Society shall have three Presidents per mandate, elected by the Assembly, who shall be *ex officio* members of the Executive Committee:

- a Current President;
- an Incoming President;
- an Emeritus President.

The current President is the legal representative of the Society and signs all the administrative acts officially approved and undertaken by the Society. The current President is elected by the General Assembly with a simple majority of the members in attendance and his/her mandate lasts three years. Any member in good standing may be elected President; expressions of interest in standing for election must be expressed in writing, and must reach the Executive Committee at least a month before the relevant General Assembly.

The current President calls and chairs meetings of the General Assembly as well as the Executive Committee; s/he can entrust specific tasks to individual members, after receiving the approval of the Executive Committee; s/he receives applications from prospective members and passes them on to the Executive Committee; prepares a yearly overview of the activities undertaken by the Society, which is to be read and approved by the Assembly. The current President shall be one the holders of the Society's bank account, jointly with the Treasurer; each of them shall have independent signing authority (art. 3).

In case of the current President's absence or incapacitation, the powers managed by the current President are transferred temporarily to the Vice President or, in his/her absence, to the Emeritus President, the Incoming President or the Treasurer.

In case of termination or resignation from the office of President, for any reasons, all his/her responsibilities are undertaken by the Vice President until the following General Assembly, which will elect a new President.

The Incoming President is elected by the Assembly following the same procedures as those established for the election of the current President; s/he is an *ex officio* member of the Executive Committee, works closely with the current President and takes up the role and the title of current President upon the end of the previous President's mandate.

At the end of his/her mandate, the current President takes up the title of Emeritus President and continues to be an *ex officio*, active member of the Executive Committee for the duration of the new President's mandate.

Art. 9 The Executive Committee

The Executive Committee is the executive managing body of the Society. It shall have powers of ordinary and extraordinary administration, and shall employ these powers in order to pursue the aims detailed in Art. 2.

The Executive Committee shall include an odd number of members, up to seven in total, including *ex officio* members (Founding President and Presidents elected by the Assembly). The number of members serving in the Executive Committee in a given mandate is established by the Assembly, following a proposal outlined by the outgoing Executive Committee.

Elections are made on the basis of nominations made by members at the Assembly or sent to the President in advance.

Elected Members of the Executive Committee will serve for three years; for the sake of continuity in the management of the Society, they can be elected for two further consecutive mandates, up to a maximum of nine years. Members who have served on the Executive Committee for three consecutive mandates will be eligible to be elected again once three years have elapsed since the end of their last mandate.

On its first meeting, the Executive Committee shall elect the Vice President and the Secretary from among its members, and will nominate the Treasurer (see further Art. 10 below) preferably from among those members of the Society who are resident in Italy. The Executive Committee may at any time revoke the Treasurer's nomination, and will explain to all members the reason for the revocation. In such a case the Executive Committee will proceed immediately to the nomination of a new Treasurer.

The Executive Committee may at its own discretion hold a meeting and conduct business by means of electronic mail, video-conferencing, or a telephone conference call. It shall meet at least twice a year. The current President must send by email and with adequate notice any announcements of upcoming meetings of the Executive Committee to the members of the Committee.

Meetings of the Executive Committee must be also convened if two Executive Committee members, or at least 30% of the Society's membership in good standing, make a formal request for one, providing evidence for the need to hold such a meeting. Requests must be sent by email to the President and all the other members of the Executive Committee.

As a governing body, the Executive Committee shall:

- approve membership applications for ordinary and supporting members;
- advance nominations for honorary memberships to the General Assembly;
- outline the agenda for meetings of the General Assembly, as well as reports or any other statements to be examined by the Assembly;
- develop proposals for the management of the Society;
- draw up internal rules and regulations, as detailed in Art. 16 below;
- make decisions on the academic programmes, cultural events and editorial projects undertaken by the Society;

- appoint technical committees or working groups as needed;
- sign agreements or contracts with other Institutions or Agencies;
- set the amount of the Annual Membership Fees, to be ratified by the Assembly;
- approve prospective budgets and end-of-the-year financial statements, drafted by the Treasurer; the content of both documents shall be presented to the General Assembly;
- take action (including disciplinary warnings and expulsion) against members whose conduct damages or otherwise interferes with the Society's activities and reputation (see Art. 4);
- present a proposal concerning the number of the Members serving in the Executive Committee, to be ratified by the Assembly;
- manage relationships with publishing houses, in case of publications produced under the auspices of the Society;
- promote and undertake any action deemed necessary for the upkeep and ordinary business of the Society, managing any related and necessary tasks.

In the event that an official Journal of the Society is published by an Academic press under the aegis of the Society, the Executive Committee appoints one of the Society's members as its Editor in Chief. The Editor in Chief becomes an *ex officio* supernumerary member of the Executive Committee, and may vote only on matters that concern the Journal. Furthermore, the Executive Committee selects the members of the Editorial Board, and any other collaborators, and recommends them to the Publisher (Art. 15).

Meetings of the Executive Committee are deemed legitimate if at least half of its members are in attendance, and may take decisions by a simple majority vote of the members present at the meeting. In case of a tie, the current President has the casting vote. In case of absence or impediment, the President's functions and powers are temporarily transferred to the Vice President or the most senior member of the Committee.

The minutes of all meetings of the Executive Committee shall be written in Italian and English, signed by the current President and the Treasurer, and uploaded on the Society's website. A copy will also be deposited in the Society's archive and circulated to the members via email.

If one or more members of the Executive Committee resigns from their office for any reason, and if the majority of the members are still in office, the current President shall discuss the issue with the remaining members of the Committee and shall appoint directly new members to fill the vacancies, choosing them from among the Society's members in good standing. These members of the Executive Committee shall remain in office until the following meeting of the General Assembly, which shall elect their successors. These successors shall remain in office until the end of the three-year mandate of the Executive Committee. If the majority of the members of the Executive Committee resign from their office, the current President shall call a meeting of the General Assembly in order to elect a new group of members for the Executive Committee.

Art. 10 Treasurer

The Treasurer shall be appointed by the members of the Executive Committee from among the Members of the Society in accordance with the rules set out in Art. 9. The Treasurer's appointment may be renewed by the Executive Committee up to a maximum of five consecutive mandates of three years.

The Treasurer shall oversee the management of the Society's financial assets, and shall compile an annual report detailing the Society's financial activities, to be discussed and approved by the General Assembly.

The Treasurer shall also compile an end-of-year report (including a detailed breakdown of individual expenditures and sources of income) and a prospective budget (including a detailed overview of all projected expenditures, and sources of income for the upcoming financial year). If necessary, the Treasurer shall solicit defaulting members to pay overdue membership fees; s/he shall also keep a record of all statements and documents relevant to the Society's finances.

Art. 11 Annual Membership Fees

The amount of the annual membership fee is set by the Executive Committee and ratified by the General Assembly by a simple majority vote of the members in attendance. Reduced membership rates will be offered to students and retired members. Honorary members are not subject to payment of membership fees.

Art. 12 Unremunerated nature of offices

All elected members of the Executive Committee and related offices undertake these roles on a voluntary basis, and shall not be financially compensated for their services.

The Executive Committee may refund reasonable expenses incurred by its members in connection with their duties, upon provision of receipts.

Art. 13 Financial year, deadlines and reports

The Society's financial year begins on January 1st and ends on December 31st of any given year. Each year, the Executive Committee presents the yearly financial statement and prospective budget for the approval of the General Assembly; these documents must be published on the Society's website at least two weeks before the Annual Meetings of the Assembly, so that all members may examine them in advance of the Meeting.

Art. 14 Official languages

The Society's official languages are English, French, German, Italian and Spanish (listed in alphabetical order).

Minutes of all official meetings and other official documents issued by the Society shall be written in Italian and English.

Art. 15 Journal

An academic Journal may be established on behalf of the Society in order to disseminate the results of research on Greek and Roman music and its cultural heritage, provided that all publication and distributions costs be undertaken by a leading academic publishing house characterised by a distinguished international standing.

Relationships between the Society and the Publisher shall be regulated by a detailed contract. In order to protect the Society's interests, the contract shall include the following points

- The Society shall be responsible for the academic and editorial contents of the Journal, and shall establish its name and shall retain exclusive property rights over it;
- The Executive Committee shall be responsible for all negotiations, decisions and agreements concerning the relationships between the Society and the Publisher; any contracts with the Publisher shall be signed by the President of the Society.
- Any radical amendments to extant agreements with publishing houses that may be proposed by the Society's Executive Committee (including any proposals to rescind existing agreements) must be examined and ratified by the General Assembly, by a simple

majority vote of the members eligible to vote; if necessary, votes on these matters may take place electronically;

- The members of the Editorial Board of the Journal, and any other collaborators (such as Review Editors or Associate Editors) shall be appointed by the Publisher on the basis of nominations made by the Society's Executive Committee;
- The Editor in Chief shall be responsible – jointly with the Editorial Board – for all academic issues arising from the realisation of the Journal, for the acceptance of articles for publication, for all decisions concerning the contents of each individual issue, for any changes to the schedule for publication, and for the timely delivery of the editorial and academic products. The Editor in Chief shall be appointed by the Executive Committee, and shall be selected from among members in good standing.
- Members of the Society shall be eligible for a reduced subscription rate for the Journal.

Art. 16 Rules, Regulations and codes of conduct

If necessary, the Society shall regulate its activities on the basis of internal rules, regulations and codes of conduct, which shall be compiled by the Executive Committee and approved by the General Assembly with a qualified majority of two thirds of the members eligible to vote. After approval, these rules and regulations shall become an integral part of the present code of Bylaws.

Art. 17 Duration

The Society shall expire in fifty years (50) starting from the present date. Dissolution before this date, or any extensions, must be authorised by the General Assembly by a simple majority vote of the members in attendance.

Any remaining financial assets shall be devolved to other Societies with similar aims or working for the public benefit, in consultation with the relevant overseeing authorities (see art.13 of the Italian Civil Code).

Art. 18 Reference to the Italian Civil Law Code

Any other matter or issue not explicitly mentioned and regulated in this Code of Bylaws will be settled on the basis of the relevant sections of the Italian Civil Law Codes.

Salerno, 20th of May 2018

Approved in Reading UK, 21st of July 2018, during the 11th Annual Meeting of the Society