

June 30, 1978  
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CERTIFICATE OF INCORPORATION  
OF  
THE SOCIETY FOR MUSIC THEORY, INC.

WE, THE UNDERSIGNED, all of the age of nineteen years or over, for the purpose of forming a corporation pursuant to Section 402 of the Not-For-Profit Corporation Law of New York, do hereby certify:

FIRST: The name of the corporation is  
THE SOCIETY FOR MUSIC THEORY, INC.

SECOND: The corporation is a corporation as defined in sub-paragraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law.

THIRD: The corporation is formed exclusively for charitable, literary, educational and cultural purposes. The specific objects and purposes of the corporation are as follows:

(a) To foster the development of all aspects of the discipline of music theory.

(b) To promote, facilitate, and provide a forum for the exchange of information and ideas pertaining to music theory and its teaching.

(c) To promote and facilitate communication with other music disciplines and with other artistic and scientific communities.

(d) To encourage the highest standards of research and creativity in music theory.

(e) To encourage the highest standards in the teaching of music theory.

(f) To publish a journal, a newsletter, or other appropriate materials.

(g) To conduct meetings which may include the presentation of papers and panel discussions, the performance of music, and the exhibition of published materials.

(h) To conduct workshops.

(i) To provide a contact for students and young professionals with the music theory community.

(j) To provide governmental agencies with information, when appropriate, pertinent to any aspect of the discipline of music theory.

(k) To make available to educational administrators information and resource personnel to assist in the development of programs and teaching materials in music theory.

(l) And, recognizing music theory as a distinct discipline but yet not separable from other aspects of music, to advocate and uphold the highest standards of musicianship in all types and at all levels of music making.

In furtherance of such objects and purposes, the corporation shall have the right to exercise all powers which now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth; provided, however, that nothing contained herein shall empower the corporation to do any act, otherwise than as incidental part of its activities, which is not permitted to be done by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 and the Regulations promulgated thereunder, as now in effect or as hereafter amended.

FOURTH: . The activities of the corporation shall not be pursued for a profit to such an extent as to constitute these activities a trade or business but solely for the purposes herein set forth, and no part of the principal or net earnings of the corporation shall inure to the benefit of any officer, director or employee of the corporation or any individual, except as reasonable compensation for <sup>(costs incurred or)</sup> services actually rendered in effecting one or more of its purposes. No part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, or participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall any part of the principal or net earnings of the corporation inure to the benefit of any organization which engages in such activities.

FIFTH: Nothing herein shall authorize this corporation directly or indirectly to engage in or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law, Section 404 (b) - (t), or Executive Law Section 747.

SIXTH: The corporation shall have the power to solicit contributions.

SEVENTH: Upon any dissolution of the corporation, no private individual shall be entitled to any distribution or division of its remaining assets; but the net assets of the corporation, after the payment of debts and necessary expenses, shall be distributed to, and only to, one or more other corporations, trusts, funds, foundations, or other institutions organized for substantially the

same purposes as the corporation that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, subject to an order of the Supreme Court of the State of New York..

EIGHTH: The type of corporation it shall be under Section 201 of the Not-For-Profit Corporation Law is type B.

NINTH: The office of the corporation is to be located

c/o Carl Rachlin, Esq.  
Hunter College  
695 Park Avenue  
New York, N.Y. 10021

TENTH: The territory in which the operations of the corporation will principally be conducted is the United States of America.

ELEVENTH: The names and addresses of the persons constituting the initial Board of Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Professor Allen Forte	Yale University New Haven, CT 06520
Professor Wallace Berry	The University of British Columbia 2075 Wesbrook Mall Vancouver, B.C. Canada V6T 1W5
Professor Richmond Browne	University of Michigan Ann Arbor, Michigan 48105
Professor Mary Wennerstrom	Indiana University Bloomington, Indiana 47401
Professor Leo Kraft	Queens College 65-30 Kissena Boulevard Flushing, N.Y. 11367

TWELFTH: The post office address of the corporation shall be

c/o Carl Rachlin, Esq.  
Hunter College  
695 Park Avenue  
New York, N.Y. 10021

*resident of  
NY State*

THIRTEENTH: All approvals or consents required by the Not-For-Profit Corporation Law or any other applicable statute are endorsed upon or attached to this Certificate of Incorporation.

IN WITNESS THEREOF, we have made and signed this certificate this 30th day of June 1978 and we affirm the statements contained herein as true under penalties of perjury.

Yale University  
New Haven, CT 06520

Allen Forte  
Allen Forte

The University of British Columbia  
375 Wesbrook Mall  
Vancouver, B.C. Canada V6T 1W5

Wallace Berry  
Wallace Berry

University of Michigan  
Ann Arbor, Michigan 48105

Richmond Browne  
Richmond Browne

Indiana University  
Bloomington, Indiana 47401

Mary Wennerstrom  
Mary Wennerstrom

Queens College  
65-30 Kissena Boulevard  
Flushing, N. Y. 11367

Leo Kraft  
Leo Kraft