

BYLAWS OF MUSOPEN A NONPROFIT ORGANIZATION

ARTICLE I. NAME, GOALS, AND PURPOSE

Section 1.1 - Name

The name of the organization shall be Musopen. It shall be a nonprofit organization incorporated under the laws of the State of California.

The main website of this foundation shall be <http://www.musopen.com>

Section 1.2 - Goals

The main purpose of this nonprofit organization is to: **Provide free unlimited access to music in the public domain to anyone with internet access.**

Additional goals:

1. Educating the public on the process of creating a public domain recording and soliciting these recordings for the musopen project.
2. Educating the public on copyright laws
3. Educating the public on public domain laws and their rights regarding public domain music
4. Links to or information about music history. The goal here is not to replace or even supplement projects such as Wikipedia, but simply to provide enough information to spark interest in a person to learn more or to provide basic information about the music hosted on our site.

A quote by the famous composer Ludwig van Beethoven nicely encapsulates our goal:

There ought to be but one large art warehouse in the world, to which the artist could carry his art-works and from which he could carry away whatever he needed...

- Ludwig van Beethoven

We are that warehouse.

Section 1.3 - Purpose

1. Eliminate the need for illegal sharing of music by creating and providing music which, by its nature, is meant to be shared.
2. Allow obscure works, for example some Baroque music, to be recorded for the first time that would otherwise not be recorded because of its small profit potential.
3. Create a community – this project lives only from a supportive community. We survive only from the generous financial donations and music contributions the general public gives us. We hope to create an online music community, perhaps leading to future cooperative projects.
4. Increases the usefulness of art grants. Rather than using a government grant to create a one time orchestra concert, why not record it and share it with the world? This project acts as an outlet to all the untapped talent in our nation’s musicians. Sadly, many college orchestras perform to diminishing numbers of audiences. Now, every performance adds to the online repertoire, adding another reason to perform and perform well.
5. Create the first organization devoted to giving the public access to musical works which belong to them.

ARTICLE II. MEMBERS

Members of Musopen are categorized into 3 ranks.

Notwithstanding any other provisions of these bylaws, no director, officer, or supporting member of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an exempt organization under section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may later be amended.

Funds in the control of members, may only be used to the achieve goals set here to support Musopen. No other use of these funds is permitted especially those for personal gain.

Section 2.1 – Board of Directors (Rank 1)

The board is responsible for overall policy making and direction of the association, and delegates responsibility of day-to-day operations to lower ranking members and volunteers. The board shall have up to 10 members. The board receives no compensation for their work.

The board of directors are the highest ranking members of Musopen and may exert the most control of anyone in the group. At its inception, Musopen's board of directors will consist of its founders.

Power of the directors is essentially unlimited in terms of their effects on the project. Any large decision, large to be determined by the board, is to be voted on and passed when a majority vote is successful. All other decisions of a director does not need board approval.

As the group expands, additional people will be selected to join the board of directors. Only current members of the board may nominate and elect a candidate, with the vote decided by majority rule.

A candidate may comprise of an especially active volunteer on the site, a generous and active financial contributor or a member from a lower ranking position.

If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the directors shall fill the vacancy.

If the directors remaining in office constitute fewer than a quorum of the board, they shall fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

Section 2.3 – Officer (Rank 2)

Officers are similar to the Board of Directors, except they are not allowed to make any large decisions without board approval. They are in a position, however, to make more immediate decisions, and are counted on to find solutions to problems before it becomes necessary for the board to become involved.

Officers retain all rights of supporting members plus those mentioned above.

Significant decisions may be made by these members and are counted on to do so when a quick response is needed.

Any significant proposal or amendment made by the officers must be first approved by the board.

Section 2.3.1 – Officer Categories

Officers consist of a Treasurer, President, General Counsel, Technical Officer and Supporting Officers.

Treasurer – Keeps track of project finances, watches for problems, suggests improvements, in charge of fundraising efforts etc.

President – Leader of officers, organizes officer efforts and serves as the voice of the officers to the board of directors. The president officer runs and controls officer meetings.

General Counsel – Main legal advisor to the project. Researches existing legal uncertainties, adds to or corrects legal advice given on musopen.com: Law etc.

Technical Officer – IT, technical support for Musopen, fixes bugs, suggests improvements, plans and implements future technological needs.

Supporting Officers – Look for violations in Article III – Prohibited Actions and correct these violations or notify the other officers. They also support any or all of the above functions and may vote on officer created proposals.

Section 2.4 – Supporting Member (Rank 3)

Supporting members, while lowest in rank, are the most important for the project. These members are chosen from their efforts to contribute to Musopen and/or their financial contributions.

These members will be given exclusive access to parts of Musopen including uploading privileges, access to the highest quality music, and more administrative rights in the user forum.

These members may not make any amendment or proposal decisions but may submit one to be reviewed by the officers.

Any significant proposal or amendment made by supporting members must be first approved by a majority of the officers, and then a majority of the board.

Section 2.5 – Removal of Members

A director may be removed, with or without cause, if a majority of the directors present at a duly constituted meeting votes for the removal. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all directors that a purpose of the meeting is removal.

Others may also be voted out, by members of a higher or equal rank, if it is determined that they have significantly hurt the project or have not worked towards the goals established here.

Section 2.6 – Meetings

As the project is focused on a very large audience, physical meetings are likely impossible. Online chats, email correspondences and telephone conferences will suffice in place of this. Meetings will be scheduled on a need basis, when a problem arises or when a member requests it.

Section 2.7 – Honorary Members

Honorary members are lifetime members of the board of directors or advisors to the board. This distinction is selected and voted on by the board. Nominations are based on demonstrated exemplary contributions of an individual towards Musopen.

The original founder, Aaron Dunn, is given this title for starting the project, and so is a lifetime member of the board.

ARTICLE III. PROHIBITED ACTIONS

Section 3.1 - Prohibited Behavior

Any action which intentionally means to damage or detract from the Musopen project. This includes things such as deleting or defacing websites, unauthorized editing of files or webpages, DDOS attacks, and any other detrimental behavior.

Although we have placed the music on this site into the public domain, we prohibit the direct sale of music in the same form (converting to another codec or slightly altering the recording is not considered a new form). Use of music as part of another art form, movie soundtrack, art project etc., and the sale of the new derived work, is allowed.

We also ask that all original tag information, or the performers, composer etc. be credited for their work. This is not required.

Other websites may not leech directly to music files on our site. All links must retain the Musopen name and may not go directly to the mp3 file. Links are allowed but only to the webpage of the music file.

Any tax deductible donations equal to or over \$250 must have officer or board of director approval. Any donation at that level requires a note be sent verifying the donation.. People who receive this letter are not allowed to increase their tax deduction to more than what Musopen has determined is allowed or may face IRS charges of tax fraud.

Section 3.2 - Prohibited Music Submissions

Music submissions knowingly copyrighted and intentionally donated are prohibited. It is the responsibility of the submitter to verify, to the best of their ability, the copyright status of music recordings submitted to the site.

Section 3.3 – Conflict of Interest

Any person(s) with a potential conflict of interest must be separately considered by the board for possible issues in dealing with other businesses.

The board and all officers will review and vote on candidates for a possible conflict of interest. Any funds that a member wishes to use for a friend or colleague must go through an extensive reviewing process by the board and must be voted on unanimously.

ARTICLE IV. DISSOLUTION

In the event of Musopen’s dissolution, all remaining assets, cash and intellectual property, will be donated to another nonprofit group of the board of director’s choice.

ARTICLE V. FISCAL YEAR

Fiscal years of this organization will being on January 1, and end December 31 of each year.

ARTICLE VI. AMENDMENTS

Amendments may be made at any time with a majority of the board of director’s approval. Any small grammatical corrections or clarifications may be made at any time by the President Officer or any member of the board of directors.