

Massachusetts Music Educators Association, Inc.
By-Laws
M/S/P – March 1, 2013

ARTICLE 1
Name and Location

Section 1: Name

The name of the corporation shall be the Massachusetts Music Educators' Association, Inc., hereinafter referred to as the Corporation or MMEA.

Section 2: Location

The Board of Directors may establish and change the location of the principal office of the Corporation within the Commonwealth of Massachusetts, as it deems necessary.

ARTICLE II
Mission and Powers of the Corporation

Section 1: Mission: Operating as an educational corporation under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations, and in accordance with the purposes of the Corporation as set forth in its articles of organization, it shall be the mission of the Corporation to promote the advancement of music education, and in specific furtherance thereof:

- 1.1 To conduct programs and activities to build a vital musical culture and an enlightened musical public for the benefit and the general welfare of all persons;
- 1.2 To ensure that every student shall have access in school to a balanced, comprehensive, and high-quality program of music instruction;
- 1.3 To improve the quality of teaching, research, and scholarship in music;
- 1.4 To promote the involvement of persons of all ages in learning music;
- 1.5 To foster the utilization of the most effective techniques and resources in music instruction; and
- 1.6 To facilitate the effective pre-service and in-service preparation of music teachers. In furtherance thereof, the Corporation may hold conferences, symposia, festivals, clinics, and other meetings.

Section 2: Powers of the Corporation

- 2.1 The powers of the Corporation shall be as set forth in its articles of organization, and include the power to apply for and receive grants, enter into contracts, receive and expend funds from public and private sources, hire staff, and develop and administer programs designed to carry out the mission of the Corporation.
- 2.2 The Corporation shall function as the Massachusetts federated state unit of the National Association for Music Education (formerly known as the Music Educators National Conference) hereinafter referred to as NAFME, and as an Eastern Division affiliate of NAFME.
- 2.3 It is the intent of the Corporation to maintain a close relationship with the State Department of Education, the Massachusetts Teachers Association, and all educational institutions, agencies, and organizations that have common aims.

ARTICLE III Membership

Section 1: Classes of Membership

- 1.1 **Active Membership:** Active Membership shall be open to all persons who are members of NAFME and are engaged in music teaching or those interested in music education in Massachusetts upon the payment of the dues prescribed by the Board of Directors and compliance with any other requirements of membership established by the Board of Directors. Active Members shall have the right to hold an office of the Corporation, and to participate in and vote at business meetings of the Corporation, including those meetings at which the Corporation acts at the State or District level.
- 1.2 **Life Membership:** Any Active Member of MMEA may become a Life Member upon payment of the dues prescribed by NAFME. Life Members shall have all the rights of Active Membership.
- 1.3 **Retired Membership:** Retired Membership is open to any person upon retiring through the Massachusetts Teachers Retirement Board or its equivalent, provided that the person has been an Active Member for at least the last five consecutive preceding years. Retired Members shall have all the rights of Active Membership.
- 1.4 **Student Membership:** Student Membership shall be open to all members of NAFME Student Chapters (Collegiate NAFME) within Massachusetts upon payment of the dues prescribed by the Board of Directors. Student members shall be admitted to meetings of the Corporation, including those meetings at which the corporation acts at the State or District level, and shall have the status of Corporation members for the purpose of attending NAFME divisional or national meetings. They shall have all privileges of Active Membership except the rights to vote and hold office.
- 1.5 **Introductory Membership:** Introductory Membership shall be open to NAFME Student Chapter members entering their first year of full time music teaching. Introductory membership shall be limited to one continuous membership year. NAFME. National dues for Introductory Members shall be one-half the amount for Active Members, and shall be added to the Corporation dues.

Section 2: Rights of Members

Except as provided in Section 1, all members of MMEA shall have the right to vote in the election of members of the Board of Directors and Officers, on the adoption or amendment of By-Laws of the Corporation, and any merger with another corporation.

Section 3: Dues

- 3.1 **Active Membership:** Annual dues for Active Membership shall be the amount specified by NAFME for annual NAFME membership, plus the amount specified by the Board of Directors. This fee will provide members with subscriptions to the Music Educators Journal, Teaching Music, and Massachusetts Music News.
- 3.2 **Life Membership:** Life Membership in NAFME and MMEA is available under arrangement specified by NAFME, as administered by the Board of Directors. Such membership exempts individuals from further payment of dues to NAFME and MMEA. This fee will provide members with subscriptions to the Music Educators Journal, Teaching Music, and the Massachusetts Music News.

- 3.3 Retired Membership:** Annual dues for Retired Members shall be the amount specified by NAFME for annual NAFME membership, plus the amount specified by the Board of Directors. This fee will provide members with subscriptions to the Music Educators Journal, Teaching Music, and Massachusetts Music News.
- 3.4 Student Membership:** Annual dues for Student Members shall be the amount specified by NAFME for annual NAFME membership, plus the amount specified by the Board of Directors, plus the amount specified by the local student chapter. This fee will provide members with subscriptions to the *Music Educators Journal*, *Teaching Music*, and *Massachusetts Music News*.
- 3.5 Membership Year:** Membership shall be for one year, from the date of processing at the office of NAFME, and shall be renewable upon the anniversary of that day. If dues are not paid by the anniversary date, the member is considered delinquent and forfeits all rights of membership.

Section 4: Resignation

Any member may resign by submitting a written resignation to the President, the Clerk, or to one of the Directors.

Section 5: Termination

The Board of Directors may terminate a member's membership for cause. Such termination shall be only after reasonable notice and an opportunity to be heard.

Section 6: Annual Meeting

The Annual General Membership Meeting of the members shall be held in conjunction with the MMEA Annual Conference, on such date as is set by the Board of Directors. The annual meeting shall be held at such place within Massachusetts as the Directors shall determine. If no annual meeting is held as provided above, a special meeting may be held in lieu thereof, and such special meeting shall have the same force and effect as the annual meeting.

Section 7: Special Meetings

The President or the Directors may call special meetings of the members. Such meetings shall be held within the United States.

Section 8: Notice

Notice of the annual meeting shall be given by publication in the Corporation's publication, Massachusetts Music News. Notice of any special meeting shall be given by such method as the Board of Directors or President determines will best inform the members under the particular circumstances of the meeting.

Section 9: Votes

Each member shall have one vote.

Section 10: Quorum

At any General Membership Meeting, fifty (50) current members shall constitute a quorum. Less than a quorum may adjourn a meeting, and the meeting may be held as adjourned without further notice.

Section 11: Action at Meeting

When a quorum is present, any matter before the meeting shall be decided by a majority of the members present and voting, unless a larger number is required by law, the articles of organization or these By-laws.

Section 12: Compensation

Members shall not receive any compensation for their services as members. This Section shall not preclude a member from serving the Corporation in any other capacity and receiving reasonable compensation for such service.

**ARTICLE IV
Board of Directors****Section 1: Powers of the Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors, which may exercise all the powers of the Corporation, except as otherwise provided by law, the articles of organization or these By-Laws. The board of directors may make such rules and regulations for the business of the Corporation as are not inconsistent with these By-Laws, the laws of the Commonwealth of Massachusetts, or the laws of the United States of America, as it deems necessary or proper.

Section 2: Board Membership

2.1 The Board of Directors shall consist of no more than seventeen elected members and shall include among that number the President, President-Elect, Immediate Past President, Clerk, and Treasurer. Except for the District Chairpersons, the Directors shall be elected by the MMEA membership at the Annual General Membership Meeting of the Corporation. The manner of election shall be as set forth in Article V, Officers, of these By-Laws. The Board of Directors shall include the following designated members who shall be elected specifically according to such designation:

- 1 A Higher Education Member, who will represent the interests of higher education.
- 2 An Elementary School Member, who will represent the interests of general classroom education, special education, beginning and continuing vocal and instrumental instruction, and other music activities for students through grade five.
- 3 A Middle School Member, who will represent the interests of general classroom music, special education, continuing vocal and instrumental instruction, elective music courses, and other music activities for students in grades five through nine.
- 4 A High School Member, who will represent the interests of general classroom education, special education, beginning and continuing vocal and instrumental instruction, elective music courses, and other music activities for students at the Senior High School level.
- 5 A Music Administrator Member, who will represent grades K-12 Music Program Leaders.
- 6 A Past District Chairperson.

2.2 District Chairpersons are elected by the members of the particular district. The District Chairpersons serve on the Board of Directors as representatives of their districts.

Section 3: Qualification of Board Members

Board Members should have a commitment to the mission of the Corporation. To be eligible for

election, a person must be a current member of MMEA/NAfME, and must be available to attend the Board of Directors' meetings in their entirety.

Section 4: Term of Office

The term of each Director shall be two years and until his/her successor is elected and qualified. All Directors may be re-elected for one additional two-year term in that position. After the second term in the same position, a Director shall not be eligible for reelection to that position but shall be eligible for election to another position on the Board.

Section 5: Resignation

Any Director may resign by submitting a written resignation to the President, the Clerk, or a meeting of the Board of Directors.

Section 6: Removal of Board Members

A member of the Board of Directors may be asked by the President to resign for failure to carry out the duties of that office, which include attendance at regular Board meetings and MMEA activities, or for other cause including, but not limited to, the revocation of the member's teaching license or credentials by the Massachusetts Department of elementary and Secondary Education or other applicable authority. The President must notify such member in writing that he/she has not carried out his/her duties or of the other cause on which the request to resign is based and that the member has the option to resign, or be removed. The President shall notify the other Board members of this intention prior to notifying the board member in question. Removal from office shall require a majority vote of the Board of Directors, other than the Director whose removal is sought, at any regular meeting, provided that the Director has been given reasonable notice and an opportunity to be heard.

Section 7: Vacancies

If there is a vacancy in the Board of Directors for any reason, the Board of Directors may fill the vacancy, and the successor shall hold the office for the un-expired portion of the term.

Section 8: Meetings of the Board of Directors

- 8.1 The Board of Directors shall hold bi-monthly meetings for the purpose of conducting the business of the Corporation. The schedule of all meetings shall be published and posted in the Massachusetts Music News and on the MMEA web site. Meetings shall be held on the first Monday of the month, provided that day is a school day, in the months of September, November, January, March, May, and June. If the first Monday is not a school day, the meeting shall be held on such other day as is designated by the President. The President shall have the right to schedule a meeting on an alternate day if there is a need based on the MMEA calendar of events.
- 8.2 Special meetings of the Board may be called by the President, on reasonable notice to the Directors, when in his/her opinion, the interests of the Corporation would be served by such a meeting.
- 8.3 Meetings of the Board of Directors may be held by teleconference or other media provided that there is a quorum participating in the proceedings.
- 8.4 Notice need not be given to any Director if a written waiver of notice, executed by such Director before or after the meeting, is filed with the records of the meeting, or to any

Director who attends or participates in the meeting without protesting, prior thereto or at its commencement, the lack of notice. A waiver of notice need not specify the purposes of the meeting.

Section 9: Quorum and Voting

- 9.1 A majority of the Directors then in office shall constitute a quorum.
- 9.2 In the absence of a quorum, the meeting shall be adjourned and no business shall be transacted.
- 9.3 With a quorum present, any vote will pass with an affirmative vote of the majority of members present. There shall be no vote by proxy. Voting may be done by electronic mail at the discretion of the President. Before a vote is taken by electronic mail, the President shall provide to the members a written policy governing the manner of voting. The policy shall include requirements of timeliness and notice. The policy may be provided to the members by electronic mail.
- 9.4 The Board of Directors shall meet in closed, executive session for all matters related to personnel of the Corporation, including contracts.
- 9.5 The Board of Directors may meet in executive session for such other purposes as are deemed to require a closed session when a majority of the voting members vote in the affirmative for an executive session.

Section 10: Action by Consent

Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consent is filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE V Officers

Section 1: Officers of the Corporation

- 1.1 The Officers of the Corporation shall be a President, a President-Elect, an Immediate Past-President, a Clerk, and a Treasurer.
- 1.2 The President-Elect shall succeed to the office of President and the President shall succeed to the office of Immediate Past President without further election.

Section 2: Election

- 2.1 The Nominating Committee shall present to the members of the Corporation of **at** the Annual Meeting and Conference a slate of Directors and Officers for election. Each Director and Officer shall be elected for a two-year term and until his/her successor is elected and qualified. All Directors and Officers must be member of MMEA/NAfME.
- 2.2 Voting will be conducted at the Conference, and will take place by secret ballot. Each member of the Corporation shall have one vote. Nominated candidates will be elected by a majority vote of all valid ballots cast. Procedures for receiving and completing an absentee ballot will be announced in the Massachusetts Music News and/or on the MMEA website. The corporation shall have the option to schedule an on-line vote as is done with the national and Division NAFME elections at such time as NAFME has the capacity to extend that option

to the state units.

- 2.3 The results of the election shall be announced and posted on the MMEA website and in the next issue of the Massachusetts Music News following the election.

Section 3: Duties of the Officers

The Officers shall attend and participate in all of the General Membership, Board Officers', and Board of Directors' meetings.

- 3.1 **President:** The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general charge and supervision of the affairs of the Corporation. The President shall preside at all meetings of the Corporation, Board Officers, and the Board of Directors. The President shall appoint committees and committee chairpersons, and shall serve as an ex-officio member of such committees, with a deciding vote if necessary. The President shall call special meetings of the Board of Directors when he/she deems it necessary. He/she shall represent the MMEA as an Executive Board member of the MENC Eastern Division and as a member of the MENC National Assembly. In the event of the incapacity of the President or a vacancy in the office of President, the responsibility for performing his/her duties shall devolve in the following order of priority: President-Elect, Immediate Past President, and Clerk, until the incapacity is removed or an election can take place to fill the office, as the case may be. In the event that the President is unable to preside over a meeting of the Corporation or the Board of Directors, the presiding officer shall be determined according to the following order of priority: President-Elect, Immediate Past President, and Clerk.
- 3.2 **President-Elect:** The President-Elect may represent MMEA at the request of the President at any official function or as necessity dictates. The President-Elect shall serve as chair of a By-Law Review Committee.
- 3.3 **Immediate Past President:** The Immediate Past President shall serve in an advisory capacity to the President and the Board of Directors. The Immediate Past President shall serve as chair of the Nominating Committee.
- 3.4 **Clerk:** The Clerk shall keep records of all Corporation meetings. The Clerk shall attend all meetings of the Board of Directors, Board Officers, and of the Corporation and perform all such duties as are incident to the office. During the absence or inability to act of the Clerk, a Temporary Clerk shall be designated by the person presiding at the meeting or by the Board of Directors.
- 3.5 **Treasurer:** The Treasurer shall oversee the finances of the Corporation and shall also oversee the work of any Executive Director, or similar person employed by the Corporation, and any MMEA accountant in regard to all financial reports and transactions. The Treasurer shall review and provide financial oversight for the monthly and quarterly financial statements that are generated by the Executive Director. The Treasurer shall work with the Executive Director to prepare the annual operating budget recommendations to the Executive Board. The Treasurer, in cooperation with the Executive Director, shall render to the Board of Directors, at such times as the Board directs, an annual report of the financial condition of the Corporation as soon as practicable after the close of the fiscal year. The Treasurer shall require that an annual audit of the Corporation be completed and work with the Executive Director to accomplish that.
- 3.6 **Other Powers and Duties:** Subject to these By-Laws each officer of the Corporation shall have, in addition to the duties and powers specifically set forth herein, such duties and

powers as are customarily incident to his/her office, and such duties and powers as may be designated by the Board of Directors.

Section 4: Resignation

Any officer may resign by submitting a written resignation to the President or the Clerk, or a meeting of the Board of Directors.

Section 5: Removal

Any officer may be removed from office for cause by the Board of Directors. Such removal shall be only after reasonable notice and an opportunity to be heard.

Section 6: Vacancies

If the office of any officer, other than President, becomes vacant, the Directors may appoint a successor, who shall hold office for the un-expired portion of the term, and in the case of the Treasurer and Clerk until his/her successor is elected and qualified, or in each case until he/she sooner dies, resigns, is removed or becomes disqualified.

ARTICLE VI Committees

Sections 1: Committees

The Board of Directors may appoint committees of members of the Corporation and delegate to such committees such powers as the Board deems appropriate. The President shall have the authority to select the chairperson of each such committee.

Section 2: Nominating Committee:

The Immediate Past President shall serve as chairperson of a Nominating Committee. Subject to the review and approval of the President, the chairperson shall select six to eight MMEA members to serve on the Committee on or before September first of an election year. The chairperson will select members so as to ensure that each MMEA district shall be represented. The Nominating Committee shall select and submit to the Board of Directors, for the Board's approval, a slate of candidates for the positions of officers and members of the Board of Directors.

Section 3: Additional Committees

The Board of Directors may establish and appoint the members of such other committees, as it deems necessary. These committees may include:

- 3.1 **Annual Conference Committee:** The Annual Conference Committee shall consist of the Conference Coordinator, Assistant Conference Coordinator, the On-site Conference Coordinator, Exhibits Coordinator, AV Coordinator, a Data Base Facilitator. The Committee shall also include no more than 8 conference coordinators to represent the NAFME councils and provide for the professional development of the membership.
- 3.2 **All State Concert Committee:** The All State Concert Committee shall consist of the Concert Chairperson, Assistant Concert Chairperson, Auditions Registration Preparation Coordinator, Tabulation and Results Data Base Facilitator, Auditions Board Adjudicator and Materials Preparation Facilitator, Technical Web Base Facilitator for Auditions, Results and

Festival Registration Managers, Assistant Managers, Housing Chairpersons, Equipment Manager, Auditions Host, and Concert Host.

- 3.3 **Personnel Committee:** The Officers shall act as a Personnel Committee and shall meet annually to evaluate and review the performance of the paid staff of the Corporation and make recommendations to the Board of Directors relative to reappointment and compensation.
- 3.4 **By-Law Review Committee:** The By-Law Review Committee will be organized from time to time, as the Board of Directors deems appropriate, for the purpose of reviewing the Corporation's By-Laws and making recommendations for revisions. The President-Elect will serve as Chair of the Committee.
- 3.5 **Award Committees:** Lowell Mason, Distinguished Service, 25-Year Award, SGMM Award, AIME Award, and Advocacy Award Committees shall be appointed in January of each year, for selection of recipients of the named awards to be presented at the Annual Conference.
- 3.6 **Symphony Hall Scholars Committee:** The Symphony Hall Scholars Committee works to provide financial support to help reduce the students' fees for the All State Concert.

Section 4: Educational Partnerships:

It shall be the policy of the Corporation to cooperate and work with those organizations and associations that promote the mission of the Corporation and the advancement of music education for all students in the Commonwealth. In addition, the Corporation, in accordance with NAFME guidelines, will solicit qualified members to represent the following councils: Band, Choral, Collegiate, General Music, Guitar, INovations, Jazz, Composition, Music Program Leaders, Orchestral Education, Society for Music Teacher Education, and the Society for Research in Music Education in a consultative and liaison capacity, to promote the mission of the Corporation. Representative councils are designated by the National Executive Board of NAFME and there shall be no requirement that these Bylaws be amended to reflect any changes in the designated Representative Councils.

ARTICLE VII Amendments

Section 1: Amendments:

These By-Laws may be amended, altered, or repealed by vote of a majority of the membership present and voting at any business meeting of the Corporation, or at a special meeting called by the Board of Directors specifically for this purpose, or by a majority of the members of the Corporation making mail-in ballot returns pursuant to a mail-in election called by the Board of Directors.

- 1.1 Proposed amendments, alterations, or repeal of the By-Laws to be considered at a meeting must be submitted by the Clerk, upon the approval of the Board of Directors, to all active members at least thirty days prior to the date of the meeting when voting will take place.
- 1.2 In the event of a mail-in election, the Clerk shall, upon direction of the Board of Directors, notify each member with a copy of the proposed amendment, a ballot, and a letter of instruction. The deadline for the return of the ballots shall be not less than fifteen or more than twenty-eight days after the date of notification.

ARTICLE VIII

Records, Parliamentary Procedures, Execution of Papers, Fiscal Year, Corporate Seal

Section 1: Reliance on Records

Each Officer, Director, or committee member designated by the Board of Directors or the President under these By-Laws shall be entitled to rely, in good faith, upon the books of accounts and any records of the Corporation and reports made to the Corporation by any of its officials, or by an independent certified public accountant.

Section 2: Parliamentary Procedures

All meetings of the Corporation and meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order.

Section 3: Execution of Papers

All deeds, leases, transfers, contracts, notes, checks, drafts, and other obligations made, accepted or endorsed by the Corporation may be signed by the President. Unless otherwise directed by the Board of Directors, the Treasurer may sign and execute all checks and financial obligations made or accepted by the Corporation.

Section 4: Fiscal Year

The fiscal year of the Corporation shall be July 1 to June 30.

Section 5: Corporate Seal

The Board of Directors may adopt and alter the seal of the Corporation. The seal shall bear the name of the Corporation and the year of incorporation.

ARTICLE IX Other Provisions

Section 1: Conflict of Interest

1.1 The Corporation shall conduct its affairs in accordance with the following standards.

1.2 No member of the Board of Directors or any committee shall:

- Participate in the consideration of any contract, agreement, or grant award to any agency or organization with which such member is associated, or in which he or she has any financial interest.

Section 2: Earnings of the Corporation

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, the Directors or Officers, except that the Corporation may pay reasonable compensation for expenses incurred as the result of attendance at any Corporation meeting or function.

Section 3: Personal Liability, Insurance

The members, Officers and Directors of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is an Officer, Director or employee, or other agent serving on behalf of the Corporation, against any liability incurred by him or her in any

such capacity, whether or not the Corporation would have the power to indemnify him or her against liability. This provision shall not eliminate or limit the liability of any Officer, Director or employee to the Corporation for acts or omissions which involve misconduct, gross negligence or a knowing violation of law, or for any transaction or conduct from which a Director, Officer or employee derives an improper benefit.

Section 4: Lobbying

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Section 5: Dissolution

In the event of any liquidation or dissolution of the Corporation (whether voluntary, involuntary, or by operation of law), the property and assets of the Corporation remaining after providing for the payment of its debts and obligations shall be distributed to any non-profit organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code with similar purposes.

These By-Laws of Massachusetts Music Educators Association, Inc., were adopted by the membership at the March 1, 2012 Annual Meeting