

Massachusetts Music Educators' Association, Inc.
By-Laws
Voted by the MMEA Membership
March 22, 2007

ARTICLE I
Name and Location

The name of the Association will be the Massachusetts Music Educators' Association, Inc., known hereafter as MMEA. The Association may establish offices as necessary.

ARTICLE II
Mission and Powers of the Corporation

Section 1: Mission of the Corporation

As a 501 c (3) organization, the purpose of this organization will be the following:

- 1.1. To advocate and promote the advancement of music education through the schools of the Commonwealth and other educational institutions or organizations.
- 1.2 To secure greater recognition for music as an integral part of the school curriculum.
- 1.3 To provide enrichment opportunities in music for students through District and All State honor groups.
- 1.4 To encourage music activities among the schools of the Commonwealth of Massachusetts by means of festivals, clinics, and other related events.
- 1.5 To promote professional growth among its members.

Section 2: Powers of the Corporation

- 2.1 The Corporation shall be authorized 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 This Association will function as the Massachusetts unit of MENC, the National Association for Music Education (formerly the Music Educators National Conference) known hereafter as MENC and as an Eastern Division affiliate of MENC.
- 2.3 The Association will maintain a close relationship with the State Department of Education, the Massachusetts Teachers' Association, the Massachusetts Superintendents' Association, the Massachusetts Secondary Principals' Association, and with all educational institutions, agencies, and organizations which have common aims.

ARTICLE III
Membership

Section 1: Rights of Members

All members of MMEA have the right to vote in the election of Board Members, By-Law amendments, and other major changes such as mergers or dissolutions.

Article III continued

Section 2: Classes of Membership

- 2.1 Active Membership:** Active Membership will be open to all persons engaged in music teaching or other music educational work upon the payment of the prescribed dues. Active Members will have the right to vote, hold office, and participate in business meetings at either the State or District level.
- 2.2 Life Membership:** Any Active Member of MMEA may become a Life Member upon payment of the dues. Life Members will have all the rights of Active Membership.
- 2.3 Retired Membership:** Retired Membership is open to any person upon retiring through the State Retirement Board or its equivalent, provided this person has been an Active Member for at least the 1 last five consecutive years. Retired Members will have all the rights of Active Membership.
- 2.4 Student Membership:** Student Membership will be open to all members of MENC Student Chapters (MCMENC) within the State upon payment of prescribed dues. Student members will be admitted to District, State, Divisional, and National meetings and will receive all privileges of Active Membership except the right to vote or hold office.
- 2.5 Introductory Membership:** Introductory Membership will be open to MENC Student chapter members entering their first year of full time music teaching. Limited to one continuous membership year, the National dues will be one-half the amount of Active Membership, which will be added to the State Association dues.

Section 3: Dues

- 3.1 Active Membership:** Annual dues for Active Membership will be the amount specified by MENC, plus the amount specified by the MMEA Board of Directors, upon approval of the membership. 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 MENC and MMEA is available under arrangement specified by MENC. Such membership exempts individuals from further payment of dues to MENC and MMEA. This fee will provide members with subscriptions to the *Music Educators Journal*, *Teaching Music*, and *Massachusetts Music News*.
- 3.3 Retired Membership:** Annual dues for Retired Members will be the amount specified by MENC, plus the amount specified by the MMEA Board of Directors, upon approval of the membership. 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 will be the amount specified by MENC, plus the amount specified by the MMEA Board of Directors, plus the amount specified by the local student chapter, upon approval of the membership. This fee will provide members with subscriptions to the *Music Educators Journal*, *Teaching Music*, and *Massachusetts Music News*.
- 3.5 Membership Year:** The membership will be for one year from the date of processing at the office of MENC and will 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.

ARTICLE IV Board of Directors

Section 1: Power of the Board of Directors

The Power of the Board of Directors is to be responsible for the welfare of the Corporation. It shall manage the property, affairs, and business of the Corporation. It shall make such rules and regulations not inconsistent with these By-Laws, or the laws of the United States of America, or the Commonwealth of Massachusetts, as they deem necessary or proper for the guidance of the members, employees, and management of the affairs of the Corporation.

Article IV continued

Section 2: Board Membership

2.1 The Board of Directors shall consist of no more than twenty-five elected members. All of the following members of the Board of Directors shall be elected by the MMEA membership at its Annual General Membership Meeting. Of those elected members, the following representation for certain members of the Board are as follows:

- The Higher Education Board Member will represent the interests of higher education.
- The Elementary School Board Member will represent the interests of general classroom education, special education, beginning and continuing vocal and instrumental instruction, and other music activities through grade five.
- The Middle School Board Member will represent the interests of general classroom music, special education, continuing vocal and instrumental instruction, elective music courses, and other music activities through grade nine.
- The High School Board Member will represent the interests of general classroom education, special education, beginning and continuing vocal and instrumental instruction, elective music courses, and other music activities in the Senior High School.
- A Music Administrator will represent K-12 Music Administrators.
- There should be at least four Members at Large.
- Two Past District Chairpersons.

2.2 District Chairpersons are elected by the members of the particular district and represent their district as members of the MMEA Board of Directors.

2.3 Districts may also elect other officers other than Chairperson, such as Chair-Elect, Secretary, and Treasurer, but none of those officers will be members of the MMEA Board of Directors during their term of office.

Section 3: Qualification of Board Members

Board Members should have a commitment to the mission of the Corporation. Any person elected to MMEA leadership responsibilities at the state or district level must be a current member of MMEA/MENC.

Section 4: Term of Office

The term of each Director on the Board shall be two years. All Directors, including Members at Large, may be re-elected for one additional two-year term in that position. After the second term in the same position, all Directors may run for another position on the Board.

Section 5: Removal of Board Members

A member of the MMEA Board may be asked to resign for failure to carry out the duties of that office, which include attendance at regular Board meetings and MMEA activities. The President must notify such member in writing that he/she has not carried out their duties and will be given the option to resign, or be removed. Removal from office will require a majority vote of the Board of Directors at any regular meeting, provided that the Board Member has been given sufficient notice.

Section 6: Vacancies

If any office of any Board Members becomes vacant for any reason, the Board of Directors may choose a successor who shall hold the office for the unexpired term of the Member.

Article IV continued

Section 7: Meetings of the Board of Directors

- 7.1** The Board 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 will be held on the first Monday of the month, assuming that day is a school day in the months of September, November, January, March, and May. An annual meeting shall be held each year in March.
- 7.2** Special meetings of the Board may be called by the President when in his/her opinion, the interests of the Corporation would be served by such a meeting.
- 7.3** There shall be no vote by proxy.

Section 8: Quorums and Voting

- 8.1** A quorum of the Board of Directors shall consist of a majority of the elected members.
- 8.2** There shall be no vote by proxy. Meetings of the Board of Directors may be held by tele-conference or other media provided that there is a quorum of voting members participating in the proceedings. The Board is also authorized to vote by e-mail at the discretion of the President. **(The President will provide a POLICY as to how voting by e-mail is done. This will include timelines, notice, and procedures).**
- 8.3** In the absence of a quorum, it requires that the meeting be adjourned and no business be transacted.
- 8.4** With a quorum of the members present, any vote will pass with an affirmation vote of the majority of members present.
- 8.5** The Board of Directors must go into executive session for all matters related to personnel, including contracts.
- 8.6** The Board of Directors may vote to go into executive session, where only voting members may be present, in the event that the President or another voting member deems necessary. Executive session will take place when a majority of the voting members vote in the affirmative for executive session.

ARTICLE V Board Officers

Section 1: Board Officers

- 1.1** The Board Officers of the Corporation shall be President, President-Elect, Immediate Past-President, Recording Secretary, and Treasurer.
- 1.2** The President-Elect will accede to the offices of President and Immediate Past-President without further election.

Section 2: Election of Officers

- 2.1** The Nominating Committee will present a slate of Board Members and Officers for approval. Each Member and Officer will be elected for a two-year term. All elected members must be members of MMEA/MENC.
- 2.2** Voting will be conducted at the Conference. The voting will take place by secret ballot. Each active member will have one vote. Nominated candidates will be elected by a majority vote of all valid ballots received. Procedures for receiving and completing an absentee ballot will be announced in the *Massachusetts Music News* and on the MMEA website, and obtained by contacting the Executive Director.
- 2.3** Results will be announced and posted on the MMEA website and in the summer issue of the *Massachusetts Music News*.

Article V continued

Section 3: Duties of the Officers

3.1 President: The President, subject to the Board of Directors, shall have general charge and supervision of the affairs of the Corporation. The President will preside at all MMEA meetings and the Board of Directors meeting. The President shall appoint committees and committee chairs, shall serve as an ex-officio member, with a deciding vote if necessary, and shall call special meetings of the Board when deemed necessary. He/She will represent the MMEA as an Executive Board Member of the MENC Eastern Division conference and as a member of the MENC National Assembly.

In the event of the incapacity of the President, priority of responsibility for performing his/her duties shall be in the following order: President-Elect, Past-President, and Recording Secretary, until an election can take place to fill that position.

In the event that the President is unable to preside over an MMEA or Board of Directors meeting, the following order will oversee the meeting: President-Elect, Past-President, and Recording Secretary:

3.2 President-Elect: The President-Elect may represent MMEA at the request of the President to any official function or as necessity dictates.

3.3 Immediate Past-President: The Immediate Past-President will serve in an advisory capacity to the President and the Board of Directors.

3.4 Recording Secretary: The Recording Secretary will keep records of all MMEA and Board of Directors meetings. The Recording Secretary shall attend all Board meetings and perform all such duties as are incident to the office.

3.5 Treasurer: The Treasurer will oversee the finances of the corporation and shall also oversee the work of the Executive Director and MMEA accountant in regard to all reports and transactions. The Treasurer shall have general charge of the financial affairs of the Corporation and understand and have complete knowledge of accurate books of accounts. The Treasurer shall promptly render to the President such statements of transactions and accounts as may, from time to time, be required. The Treasurer shall require that an annual audit of the Corporation be completed.

ARTICLE VI Committees

Section 1: Committees

The following committees include the standing committees as well as other committees that the Board of Directors from time to time, may require. The President of the Board shall have the responsibility to select the chairperson of each committee.

Section 2: Standing Committees

2.1 Nominating Committee: The President will appoint a Nominating Committee on or before September first of an election year. The Nominating Committee shall consist of 5-7 members of MMEA, with the Past-President as chairperson. Each district shall be represented on the Nominating Committee. The Nominating Committee shall provide a slate of board candidates and officers for election to the Board.

2.2 Finance Committee: the Finance Committee shall be responsible for overseeing the financial concerns of MMEA.

2.3 Board Officers: Board Officers shall consist of the officers who are President, President-Elect, Recording Secretary, Treasurer, and Past-President. The President, with approval of the Board, may appoint other members.

Article VI continued

2.4 Advisory/Affiliate Committees:

2.41 Representatives of the Massachusetts Association of School Superintendents (MASS), the Massachusetts Association of Secondary School Administration (MASSA), and the Massachusetts Association of Elementary School Principals, Administrators in Music Education (AIME), Society for General Music in Massachusetts (SGMM), Mass ASTA, MENC Students Chapters, and the Retired Members Representative, serve as consultants and liaison members.

2.42 Appointed consultants and liaison members will be nonvoting members.

Section 3: Additional Committees

Other committees may include:

3.1 Conference Committee: The Conference Committee consists of the Conference Chairperson, the Assistant Conference Chairperson, the Data Base Facilitator, Representatives from the following organizations - ACDA, AIME, MICCA, MAASTA with NSOA, Collegiate Chapter, Higher Education/Research, IAJE, Music Technology, SGMM, PDPs Coordinator, Exhibit Chairperson, Past Conference chairperson, and any other individual appointed by the Board of Directors.

3.2 All State Concert Committee: The All State Concert Committee consists of the Concert Chairperson, Auditions Registration Preparation, Tabulation and Results Data Base Facilitator, Auditions Board Adjudicator and Materials Preparation Facilitator, Technical Web Base Facilitator for Auditions, Results and Festival Registration, Assistant Concert Chairperson, Managers, Assistant Managers, Housing Chairpersons, Equipment Manager, Auditions Host, Concert Host.

3.3 Personnel Committee: The Personnel Committee will meet annually to evaluate and review the performance of the salaried positions and make recommendations to the Board relative to reappointment and salaries.

3.4 Award Committees: Lowell Mason, Distinguished Service, 25-Year Award, SGMM Award, AIME Award, and Advocacy Award committees will be formed in January of each year, for selection of recipients to be presented at the Conference.

3.5 Symphony Hall Scholars Committee: The Symphony Hall Scholars Committee works to provide support to defray the All State Music Festival registration fee, so as to ensure that as many gifted and talented high school musicians as possible can participate in this outstanding and prestigious event.

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, at a special meeting called by the President specifically for this purpose, or by a simple majority of the members making mail-in ballot returns.

1.1 Proposed amendments, alterations, or appeals to the By-Laws must be submitted by the Recording Secretary upon the approval of the Board of Directors, and to all active members at least thirty days prior to date of meeting when voting will take place

1.2 The Recording Secretary will, 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 will not be less than fifteen or more than twenty-eight days after date of notification.

Such amendment must be approved by a majority of the members making returns on, or before the specified date for return in order to become a permanent part of the By-Laws.

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 fully protected in relying in good faith upon the books of accounts or reports made to the Corporation by any of its officials, or by an independent certified public accountant, or in relying in good faith upon any records of the Corporation.

Section 2: Parliamentary Procedures

All meetings of the Corporation and meetings of the Board of Directors shall be conducted to 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 shall be signed by the Treasurer, or in the absence of the Treasurer, the President or the President-Elect, (except as the Directors may generally, or in particular cases, authorize).

Section 4: Fiscal Year

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

Section 5: Corporate Seal

The Seal of the Corporation shall bear the name of the Corporation and the year of incorporation.

ARTICLE IX
Other Legal Provisions

Section 1: Conflict of Interest

1.1 The Corporation shall conduct its affairs in accordance with Massachusetts General Laws, Chapter, 268.

1.2 All Board and committee members shall:

- not be associated financially with any agency or organization which may be the subject of consideration for the award of a contract, grant, or agreement from the Corporation.
- abstain from participation in the consideration of any contract, agreement, or grant award to any agency or organization, with which such individual is associated, or which he or she has an interest.

Section 2: Earnings of the Corporation

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its directors or officers, except that the corporation shall be authorized to pay reasonable compensation for the expenses incurred as the result of attendance at any corporation meeting or function.

Article IX continued

Section 3: Insurance

The Corporation shall have the power to purchase and maintain insurance, on behalf of any person who is an Officer or Director, employee, or other agent serving at the request 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. To the extent provided by applicable law, this provision shall not eliminate or limit the liability of an Officer or Director for acts or omissions which involved misconduct, or a knowing violation of law, or any transaction that form which a Director or Officer derived an improper benefit.

Section 4: Lobbying

No substantial part of the activities of the Corporation shall consist of 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

The Corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts General Laws, by the affirmative vote of a majority of the members. In the event of any liquidation, dissolution, termination of the Corporation (whether voluntary, involuntary, or by operation of law) the property or assets of the Corporation remaining, after providing for the payment of its debts and obligations, shall be conveyed, transferred, distributed, or set over outright to any non-profit organization with similar purposes.

These By-Laws of Massachusetts Music Educators' Association, Inc., were approved by the membership at the March 2007 Annual Meeting.