

BY-LAWS  
OF  
MASSACHUSETTS MUSIC EDUCATORS' ASSOCIATION  
WESTERN DISTRICT

As of October 5th, 2010

## BY-LAWS

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## ARTICLE I

### Name and Jurisdiction

1.1 Name. The name of the association shall be the Massachusetts Music Educators' Association Western District, hereinafter referred to as the District or MMEA-WD. MMEA-WD is affiliated with and a unit of the Massachusetts Music Educators' Association, Inc., or MMEA.

1.2 Location. The District shall function as a unit of MMEA for the counties of Berkshire, Franklin, Hampden and Hampshire of the Commonwealth of Massachusetts.

1.3 Place and Time of Meetings.

(a) The Board of the MMEA-WD, constituted pursuant to Article IV of these By-Laws, may establish and change the time and location of General Membership Meetings and Special Meetings of the District as it deems necessary, provided, however, that such meetings shall be held within the jurisdiction of the District.

(b) Special Meetings of the members may be called by the District Chairperson or the Board and shall be held within the jurisdiction of the District.

1.4 Requirement of Notice. Notice of the annual meetings shall be given by a postal mailing to the membership and by online posting on the MMEA-WD website. Notice of any special meeting shall be given by such method as the Board or District Chairperson determines will best inform the members under the particular circumstances of the meeting.

1.5 Waiver of Notice. A member may waive any notice required by law, the MMEA articles of organization, or MMEA Articles, or these By-Laws before or after the date and time stated in the notice. The waiver shall be in writing, signed by the member entitled to the notice and delivered to the District Clerk for inclusion with the records of the meeting. A member's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transaction of business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

1.6 Quorum. A quorum for the transaction of business at any meeting of the general membership shall consist of those members present at a duly called meeting.

1.7 Voting. Each member shall have one vote. 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 MMEA Articles or these By-Laws. In the absence of a quorum, the meeting shall be adjourned and no business shall be transacted.

1.8 Meetings by Remote Communication. Unless otherwise provided in the MMEA Articles, if authorized by the Board: any General Membership Meeting or Special Meeting of members may be held solely by means of remote communication; and subject to such guidelines and procedures as the Board may adopt, members not physically present at a meeting of members

may, by means of remote communication: (a) participate in a meeting of members; and (b) be deemed present in person and vote at a meeting of members whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the District shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a member; (2) the District shall implement reasonable measures to provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (3) if any member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the District.

## ARTICLE II

### Mission and Powers of the District

2.1 Mission of the District. The purpose of the MMEA-WD shall be as set forth in the MMEA articles of organization, and without exclusion include the following:

- to advocate and promote the advancement of music education through the schools of Western Massachusetts and other educational institutions or organizations;
- to secure greater recognition for music as an integral part of the school curriculum;
- to provide enrichment opportunities in music for students through concerts or festivals held on a District level and other similar events;
- to encourage music activities among the schools of the Western District by means of festivals, clinics, and other similar events;
- to promote professional growth among its members; and
- to provide scholarship assistance to worthy students entering the profession of music education.

2.2 Powers of the District.

(a) The powers of the District shall be as set forth in the MMEA Articles, and without exclusion 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 District.

(b) The District shall function as the Western District unit of the Massachusetts Music Educators' Association (MMEA). MMEA is a unit of the National Association for Music Education (formerly known as the Music Educators National Conference), hereinafter referred to as MENC, and an Eastern Division affiliate of MENC.

(c) It is the intent of the District 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

#### 3.1 Classes of Membership.

(a) **Active Membership:** Active Membership shall be open to all persons who are members of MENC and are engaged in music teaching or those interested in music education in the Western District of MMEA. Active Members shall have the right to hold an office of the District, and to participate in and vote at business meetings of the District.

(b) **Life Membership:** Any Active Member of MMEA-WD may become a Life Member upon payment of the dues prescribed by MENC. Life Members shall have all the rights of Active Membership.

(c) **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 years preceding such person's retirement. Retired Members shall have all the rights of Active Membership.

(d) **Student Membership:** Student Membership shall be open to all members of MENC Student Chapters (MCMENC) within the Western District of MMEA upon payment of the dues prescribed by the MMEA Board of Directors. Student members shall be admitted to meetings of the District and shall have the status of District members for the purpose of attending MENC Eastern Division or national meetings. They shall have all privileges of Active Membership except the rights to vote and hold office.

(e) **Introductory Membership:** Introductory Membership shall be open to MENC Student Chapter members entering their first year of full time music teaching. Introductory membership shall be limited to one continuous membership year. They shall have all privileges of Active Membership.

3.2 Rights of Members. Except as provided in Section 3.1, all members of MMEA-WD shall have the right to vote in the election of members of the Board, on the adoption or amendment of the By-Laws of the District, at business meetings and any merger with another unit of the MMEA.

3.3 Compensation. Members shall not receive any compensation for their services as members. This Section 3.3 shall not preclude a member from serving the District in any other capacity and receiving compensation for such service.

3.4 Resignation. Any member may resign by submitting a written resignation to the District Chairperson, the District Clerk, or to any member of the Board.

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

## ARTICLE IV

### Executive Board

4.1 Powers of the Board. The affairs of the District shall be managed by an Executive Board, or Board. The Board may exercise all the powers of the District, except as otherwise provided by law, the MMEA Articles or these By-Laws. The Board may make such rules and regulations for the business of the District as are not inconsistent with the MMEA Articles, 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.

4.2 Executive Board Membership. The Board shall consist of the following (each, a “Director” and together, the “Directors”):

- District Chairperson
- District Chairperson-Elect
- Immediate Past District Chairperson
- District Clerk
- District Treasurer
- District Brass, Woodwind and Percussion Coordinator
- District Choral Coordinator
- District Jazz Coordinator
- District String Coordinator
- District Classroom Coordinator
- District Public Relations Coordinator
- District Librarian
- District Website Coordinator

4.3 Qualification of Board Members. Directors should have a commitment to the mission of the District. To be eligible for election, a person must be a current member of the MMEA or MENC, and must be available to attend the business meetings in their entirety.

4.4 Election.

(a) The Nominating Committee shall present a slate of Directors for election to the members of the District at the meeting of the general membership. All Directors must be members of MMEA or MENC.

(b) Voting will be conducted at the meeting of the general membership and take place by secret ballot. Each member of the District shall have one vote.

(c) Procedures for receiving and completing an absentee ballot will be announced on the MMEA-WD website.

(d) Nominated candidates will be elected by a majority vote of all valid ballots cast.

(e) The results of the election shall be announced and posted on the MMEA-WD website.

4.5 Term of Office.

(a) Each Director shall serve a term of 2 (two) years and until his or her successor is elected and qualified.

(b) The District Chairperson-Elect shall serve for 2 (two) years, following which he/she shall serve as District Chairperson for 2 (two) years, following which he/she will serve as Immediate Past District Chairperson for 2 (two) years.

4.6 Resignation. Any Director may resign by submitting a written resignation to the District Chairperson or the District Clerk.

4.7 Removal of Board Members. A Director may be asked by the District Chairperson to resign for failure to carry out the duties of that office, which include attendance at regular meetings of the Board and other MMEA-WD activities. The District Chairperson must notify such Director in writing that he/she has not carried out his/her duties and that the Director has the option to resign, or be removed. Removal from office shall require a majority vote of those members of the Board whose removal is not sought. Such removal shall be effective only after reasonable notice and an opportunity to be heard.

4.8 Vacancies. If a vacancy occurs in the office of District Chairperson, the District Chairperson-Elect shall assume that position and a new election for District Chairperson-Elect shall be conducted as soon as possible. All other vacancies shall be filled for the remainder of the term by a majority vote of the Board.

4.9 Business Meetings of the Board.

(a) The Board shall host monthly meetings with the exception of July and August for the purpose of conducting the business of the District. The schedule of all meetings shall be published and posted in the *Massachusetts Music News* and on the MMEA-WD website.

(b) Special meetings of the Board may be called by the District Chairperson, on reasonable notice to the Board, when in his/her opinion the interests of the District would be served by such a meeting.

4.10 Quorum. A quorum for the transaction of business at any meeting of the Board shall be a majority of the Directors entitled to vote on the actions proposed at the meeting, except when a larger quorum is required by law, the MMEA Articles or these By-Laws.

4.11 Duties of the Directors.

(a) District Chairperson: to conduct all MMEA-WD business meetings, be responsible for the administration of the District's affairs, represent the District as a member of the MMEA Board of Directors and be a member ex-officio, with voting privileges, of all committees.

- (b) District Chairperson-Elect: to assist the District Chairperson in administering the District's affairs, preside in the absence of the District Chairperson and serve as chairperson of the District By-Laws Revision Committee.
- (c) Immediate Past District Chairperson: to provide resource information and expertise about past District activities. The Immediate Past Chairperson shall also serve as chair of the Nominating Committee.
- (d) District Clerk: to keep accurate records of all MMEA-WD Executive Board and General Membership meetings, to conduct correspondence for the District not falling within the specific province of other officers and to maintain appropriate records.
- (e) District Treasurer: to keep accurate records of the entire District's financial transactions, collect all monies and pay all bills, submit financial reports of the District's assets, expenses and liabilities monthly to the Board, the MMEA-WD membership and the MMEA accountant. The District Treasurer will work with the MMEA accountant for an audit of the District's books at the end of the fiscal year. The District Treasurer will propose and submit to the Board, at its May meeting, a budget for the next fiscal year based upon past income and expenses.
- (f) District Brass, Woodwind and Percussion Coordinator: to provide professional services in that area to the membership of MMEA-WD.
- (g) District Choral Coordinator: to provide professional services in that area to the membership of MMEA-WD.
- (h) District Jazz Coordinator: to provide professional services in that area to the membership of MMEA-WD.
- (i) District String Coordinator: to provide professional services in that area to the membership of MMEA-WD.
- (j) District Classroom Coordinator: to provide professional services in that area to the membership of MMEA-WD.
- (k) District Public Relations Coordinator: to promote and publicize the educational goals, programs and activities of the District through all available media to other educators and the public at large.
- (l) District Librarian: to provide professional services in that area to the membership of MMEA-WD.
- (m) District Website Coordinator: to maintain and update the MMEA-WD website as necessary.
- (n) Other Powers and Duties: subject to these By-Laws, each Director shall have, in addition to the duties and powers specifically set forth herein, such duties and powers as

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

4.12 Action Without Meeting by Written Consent. Any action required to be taken at a meeting of the Board 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.

4.13 Telephone Conference Meetings. The Board may permit any or all members of the Board to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Board members participating may simultaneously hear each other during the meeting. A Board member participating in a meeting by this means is considered to be present in person at the meeting.

## ARTICLE V

### Officers

5.1 Officers of the District. The officers of the District (each an “Officer” and together the “Officers”) shall be the:

- District Chairperson
- District Chairperson-Elect
- Immediate Past District Chairperson
- District Clerk
- District Treasurer.

The District Chairperson-Elect shall succeed to the office of District Chairperson and the District Chairperson shall succeed to the office of Immediate Past District Chairperson without further election.

5.2 Election.

(a) The Nominating Committee shall present a slate of Officers for election to the members of the District at the meeting of the general membership. All Officers must be members of MMEA or MENC.

(b) Voting will be conducted at the meeting of the general membership and take place by secret ballot. Each member of the District shall have one vote.

(c) Procedures for receiving and completing an absentee ballot will be announced on the MMEA-WD website.

(d) Nominated candidates will be elected by a majority vote of all valid ballots cast.

(e) The results of the election shall be announced and posted on the MMEA-WD website.

5.3 Term of Office. Each Officer shall serve a term of 2 (two) years and until his/her respective successor is elected and qualified, provided, however, that no Officer may serve for more than 2 (two) consecutive terms.

5.4 Resignation. Any Officer may resign by submitting a written resignation directly to the District Chairperson or the District Clerk, or by submitting a written resignation at any business meeting of the Board.

5.5 Removal. Any Officer may be removed from office for cause by the Board. Such removal shall be effective only after reasonable notice and an opportunity to be heard.

5.6 Vacancies. If the office of any Officer, other than District Chairperson, becomes vacant, the District Chairperson may appoint a successor, who shall hold office for the remainder of the term, and in the case of the Treasurer and Clerk until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

## ARTICLE VI

### Committees

6.1 Committees. The Board may appoint committees comprised of members of the District and delegate to such committees such powers as the Board deems appropriate. Except as otherwise provided herein, the District Chairperson shall have the authority to select the chairperson of each such committee.

6.2 Nominating Committee. The Immediate Past District Chairperson shall serve as chairperson of a Nominating Committee. Subject to the review and approval of the District Chairperson, the chairperson shall select MMEA-WD members to serve on the Committee on or before the 1st day of September of an election year. The Nominating Committee shall select and submit to the Board, for the Board's approval, a slate of candidates for the positions of Directors and Officers of the District.

6.3 By-Law Revision Committee. The By-Law Revision Committee will be organized as the Executive Board deems appropriate, for the purpose of reviewing the District's By-Laws and making recommendations for revisions. The District Chairperson-Elect will serve as chair of the committee.

6.4 Student Scholarship Committee. The District Chairperson shall appoint a Western District Student Scholarship Committee chairperson. That chairperson will form a committee from the Western District membership. Official application forms will be distributed at the Fall General Membership meeting and be made available on the MMEA-WD website.

6.5 Additional Committees. The Board may establish and appoint the members of such other committees, as it deems necessary.

## ARTICLE VII

### Amendments

7.1 Amendments.

(a) 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 District, or at a special meeting called by the Board specifically for this purpose, or by a majority of the members of the District making mail-in ballot returns pursuant to a mail-in election called by the Board.

(b) 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, to all active members at least thirty days prior to the date of the meeting when voting will take place.

(c) In the event of a mail-in election, the Clerk shall, upon direction of the Board, 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**

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

8.2 Parliamentary Procedures. All meetings of the District and meetings of the Board shall be conducted in accordance with Robert's Rules of Order.

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

8.4 Fiscal Year. The fiscal year of the District shall be July 1 to June 30.

8.5 Corporate Seal. The Board may adopt and alter the seal of the District. The seal shall bear the name of the District and the year in which the District was established.

**ARTICLE IX**

**Other Provisions**

9.1 Conflicts of Interest. No member of the Board 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.

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

9.3 Personal Liability, Insurance. The members, Directors and Officers shall not be personally liable for any debt, liability or obligation of the District. The District shall have the power to purchase and maintain insurance on behalf of any person who is an Officer, Director, employee or other agent serving on behalf of the District, against any liability incurred by him or her in any such capacity, whether or not the District would have the power to indemnify him or her against liability. This provision shall not eliminate or limit the liability of any Officer, Director, employee or other agent to the District 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, employee or other agent derives an improper benefit.

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

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