

Massachusetts Music Educators' Association Western District, Inc.
By-Laws
October 6, 2009

ARTICLE 1
Name and Location

Section 1: Name

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

Section 2: Location

2.1 The Executive Board may establish and change the location of meetings of the Corporation within the Commonwealth of Massachusetts, as it deems necessary.

2.2 The district of MMEA-WD is inclusive of the counties of Berkshire, Franklin, Hampden and Hampshire counties of the Commonwealth of Massachusetts including the district of Athol-Royalston.

ARTICLE II
Mission and Powers of the Corporation

Section 1: Mission of the Corporation

As a 501 (c) (3) organization, the purpose of the corporation shall be as set forth in its articles of organization, including the following:

- 1.1** To advocate and promote the advancement of music education through the schools of Western Massachusetts 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 concerts or festivals held on a District level and other similar events.
- 1.4** To encourage music activities among the schools of the Western District by means of festivals, clinics, and other similar events.
- 1.5** To promote professional growth among its members.
- 1.6** To provide scholarship assistance to worthy students entering the profession of music education

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 Western District unit of the Massachusetts Music Educators' Association (MMEA), a unit of the National Association for Music Education, 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 the Western District of Massachusetts. 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 District level.
- 1.2 Life Membership:** Any Active Member of MMEA-WD 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 (MCNAFME) within Western Massachusetts upon payment of the dues prescribed by the Executive Board. Student members shall be admitted to meetings of the Corporation, including those meetings at which the corporation acts at the 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.

Section 2: Rights of Members

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

Section 3: Resignation

Any member may resign by submitting a written resignation to the District Chairperson, the Clerk, or to one member of the Executive Board.

Section 4: Termination

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

Section 5: Annual Meetings

The Annual General Membership Meetings of the members shall be held on such dates as set by the Executive Board. The annual meetings shall be held at such place within Western Massachusetts as the Chairperson shall determine.

Section 6: Special Meetings

The District Chairperson or the Executive Board may call special meetings of the members. Such meetings shall be held within Western Massachusetts.

Section 7: Notice

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

Section 8: Votes

Each member shall have one vote.

Section 9: Quorum

9.1 A quorum of the Executive Board shall consist of three (3) of the five (5) members

9.2 A quorum of the MMEA-WD shall consist of those members present at a duly called business meeting.

Section 10: 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 11: 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
Executive Board**

Section 1: Powers of the Executive Board

The affairs of the Corporation shall be managed by an Executive Board, which may exercise all the powers of the Corporation, except as otherwise provided by law, the articles of organization or these By-Laws. The Executive Board 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 Executive Board shall consist of:

- 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 Public Relations Coordinator
- District Librarian
- District Website Coordinator

2.2 Officers of the Executive Board shall be the District Chairperson, District Chairperson-Elect, Immediate Past District Chairperson, District Clerk and District Treasurer.

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 Executive Board meetings in their entirety.

Section 4: Term of Office

4.1 All officers of the Executive Board shall serve terms of 2 (two) years and until his/her successor is elected and qualified. Officers of the Executive Board may serve for no more than 2 (two) consecutive terms.

4.2 District Chairperson, District Chairperson Elect, District Secretary and District Treasurer shall be elected in even numbered years. Other Executive Board Members shall be elected in odd numbered years.

4.3 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.

Section 5: Resignation

Any Executive Board member may resign by submitting a written resignation to the District Chairperson or the District Clerk.

Section 6: Removal of Board Members

A member of the Executive Board may be asked by the District Chairperson to resign for failure to carry out the duties of that office, which include attendance at regular Board meetings and MMEA-WD activities. The District Chairperson must notify such member in writing that he/she has not carried out his/her duties and that the member has the option to resign, or be removed. Removal from office shall require a majority vote of the Executive Board meeting.

Section 7: Vacancies

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

Section 8: Meetings of the Executive Board

- 8.1 The Executive Board shall hold monthly meetings with the exception of July and August 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-WD web site. Meetings shall be held on the first Tuesday of the month, provided that day is a school day. If the first Tuesday is not a school day, the meeting shall be held on such other day as is designated by the District Chairperson.
- 8.2 Special meetings of the Board may be called by the District Chairperson, on reasonable notice to the Executive Board, when in his/her opinion, the interests of the Corporation would be served by such a meeting.
- 8.3 Meetings of the Executive Board may be held by other media provided that there is a quorum participating in the proceedings.

Section 9: Action by Consent

Any action required to be taken at a meeting of the Executive 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.

**ARTICLE V
Officers**

Section 1: Officers of the Corporation

- 1.1 The Officers of the Corporation shall be a District Chairperson, a District Chairperson-Elect, an Immediate Past District Chairperson, District Clerk, and District Treasurer.
- 1.2 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.

Section 2: Election

- 2.1 The Nominating Committee shall present to the members of the Corporation at the General Membership meeting slate of Executive Board members 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 Executive Board members and Officers must be member of MMEA/NAfME.

- 2.2 Voting will be conducted at the General Membership meeting, 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 on the MMEA-WD website.
- 2.3 The results of the election shall be announced and posted on the MMEA website and in the summer issue of the *Massachusetts Music News*.

Section 3: Duties of the Executive Board

- 3.1 **District Chairperson:** The duties of the District Chairperson shall be to conduct all MMEA-WD business meetings, be responsible for the administration of this Corporation's affairs, represent the Western District as a member of the MMEA Executive Board and be a member ex-officio, with voting privileges, of all committees.
- 3.2 **District Chairperson-Elect:** The duties of the District Chairperson-Elect shall be to assist the District Chairperson in administering the Corporation's affairs, preside in the absence of the District Chairperson and serve as chairperson of the District By-Laws Revision Committee.
- 3.3 **Immediate Past District Chairperson:** The duty of the Immediate Past District Chairperson shall be to provide resource information and expertise about past Corporation activities.
- 3.4 **District Clerk:** The duties of the District Clerk shall be to keep accurate records of all MMEA-WD Executive Board and General Membership meetings, to conduct correspondence for the Corporation not falling within the specific province of other officers and to maintain appropriate records.
- 3.5 **District Treasurer:** The duties of the District Treasurer shall be to keep accurate records of all the Corporation's financial transactions, collect all monies and pay all bills, submit financial reports of the Corporation's assets, expenses and liabilities monthly to the Executive Board, membership and the MMEA accountant. The District Treasurer will work with the MMEA accountant for an audit of the Corporation's books at the end of the fiscal year. The District Treasurer will propose and submit to the Executive Board, at its May meeting, a budget for the next fiscal year based upon past income and expenses.
- 3.6 **District Brass, Woodwind and Percussion Coordinator:** The duties of the District Brass Woodwind and Percussion Coordinator shall be to provide professional services in that area to the membership of MMEA-WD.
- 3.7 **District Choral Coordinator:** The duties of the District Choral Coordinator shall be to provide professional services in that area to the membership of MMEA-WD.
- 3.8 **District Jazz Coordinator:** The duties of the District Jazz Coordinator shall be to provide professional services in that area to the membership of MMEA-WD.
- 3.9 **District String Coordinator:** The duties of the District String Coordinator shall be to provide professional services in that area to the membership of MMEA-WD.
- 3.10 **District Public Relations Coordinator:** The duties of the District Public Relations Coordinator shall be to promote and publicize the educational goals,

programs and activities of the Corporation through all available media to other educators and the public at large.

- 3.11 District Librarian:** The duties of the District Librarian shall be to provide professional services in that area to the membership of MMEA-WD.
- 3.12 District Website Coordinator:** The duties of the District Website Coordinator shall be to provide professional services in that area to the membership of MMEA-WD.
- 3.13 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 Executive Board.

Section 4: Resignation

Any officer may resign by submitting a written resignation to the District Chairperson or the Clerk, or a meeting of the Executive Board.

Section 5: Removal

Any officer may be removed from office for cause by the Executive Board. 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 District Chairperson, becomes vacant, the District Chairperson 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

Section 1: Committees

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

Section 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 six to eight MMEA-WD members to serve on the Committee on or before September first of an election year. The Nominating Committee shall select and submit to the Executive Board, for the Board's

approval, a slate of candidates for the positions of officers and members of the Executive Board.

Section 3: By-Law Revision Committee: The By-Law Revision Committee will be organized from time to time, as the Executive Board deems appropriate, for the purpose of reviewing the Corporation's By-Laws and making recommendations for revisions. The District Chairperson-Elect will serve as chair of the committee.

Section 4: Student Scholarship Committee: The Executive Board shall serve as the District Student Scholarship Committee. Official application forms will be distributed at the Fall General Membership meeting and available on the MMEA-WD website.

Section 5: Additional Committees

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

**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 Executive Board 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 Executive Board.

- 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 Executive Board, 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 Executive 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**

Section 1: Reliance on Records

Each Officer, Director, or committee member designated by the Executive 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 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 Executive Board 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 District Chairperson. Unless otherwise directed by the Executive Board, 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 Executive Board 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 Executive 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.

Section 2: Earning 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 _____ Annual Meeting, and amended as follows:

(List dates of amendment)

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