

# WASHINGTON STATE MUSIC TEACHERS ASSOCIATION BYLAWS

Adopted June 22, 2004, June 27, 2006, June 29, 2007, June 26, 2015

## WSMTA BYLAWS

### ARTICLE I. NAME

The name of the organization is Washington State Music Teachers Association, hereinafter referred to as "WSMTA" or "Association." WSMTA is affiliated with MUSIC TEACHERS NATIONAL ASSOCIATION, "MTNA."

### ARTICLE II. PURPOSE

**Section 1.** The purpose of this Association is the advancement of music knowledge and education.

**Section 2.** Activities of the Association are aimed at the promotion of the art of music and the advancement of music knowledge by providing educational opportunities that further the appreciation of music throughout the state.

**Section 3.** WSMTA is not organized for profit and no part of the net earnings shall inure to the benefit of any individual.

**Section 4.** In the event of the dissolution of this Association, any funds remaining in the treasury after the payment of any outstanding debts shall be contributed to a non-profit organization which qualifies under Section 501(c)(3) of the Internal Revenue Service.

### ARTICLE III. GOVERNING DOCUMENTS

The governing documents shall be the Articles of Incorporation, these Bylaws, and the Policies and Procedures Manuals.

### ARTICLE IV. MEMBERSHIP

**Section 1. Membership Classifications** The following membership classes are open to those who meet the respective qualifications and pay the annual dues provided for the respective classification pursuant to Section 6 hereof:

**a. Active Membership** shall be open to all individuals who are professionally engaged in any field of music activity in the State of Washington, upon application and payment of requisite fees and who are also members of a local association (as defined in Article V, Section 4 hereof). Active Membership conveys the privileges of participation in all Association activities, the right to attend meetings and programs, to vote, hold office, to enter students in Association programs, and receive the official Association publications. Sub categories of active membership include:

**(1) Senior Membership** is available to Active members in good standing and who have attained the age of seventy (70) years and who have been Active State members for a minimum of five (5) successive years immediately preceding application for Senior Membership. Senior Membership conveys all rights and privileges of Active Membership.

**(2) Dual Membership** is available to a husband-wife when one qualifies as an Active member. The Active member shall pay full National and State dues; the spouse shall pay full National dues and one half of the regular State

dues. Dual Membership conveys all the rights and privileges of Active membership except the couple shall receive one subscription to Association Publications.

**(3) Member-at-Large** is open to all individuals professionally engaged in any field of musical activity in the State of Washington where no local chapter exists, upon application and payment of fees. Member-at-Large conveys all rights and privileges of Active Membership.

**(4) State Honorary Life Membership** may be conferred by the Board of Directors to any member of the Association in good standing for a minimum of twenty (20) years and who has given outstanding and distinguished service to the Association. National Dues shall be paid by the Association, and State dues waived. State Honorary Life Membership conveys all rights and privileges of Active Membership.

**b. Student Membership** is open to any music student from high school (9<sup>th</sup> grade) through the age of twenty-six (26) currently involved in regular music study in the State of Washington. Student Membership conveys all rights and privileges of Active Membership except the right to vote and hold office or enter students into MTNA competitions. Any student beyond the age of twenty-six (26) who returns to a college, university or conservatory as a full-time music student shall have the option of Student Membership for a period not to exceed four consecutive years, subject to the membership regulations of WSMTA.

**c. Emeritus Membership** may be granted by a local chapter to members who are no longer actively engaged in the profession. The granting chapter shall pay state dues and waive local dues. Emeritus members shall pay National dues only. Emeritus Membership conveys all rights and privileges of Active Membership.

**d. Associate Membership** shall be open to those businesses, corporations, institutions, organizations, and individuals who have an interest in furthering the mission of WSMTA and who pay the prescribed dues. Associate Membership shall entitle one person from the business, corporation, institution, or organization the rights and privileges of active membership with the exception of holding office or of entering students into Association competitions and activities.

### Section 2. Application for Membership

**a.** Application for active membership shall be made through MTNA.

**b.** An applicant who has been denied membership by a local chapter may submit the application to the Executive Manager for review by the Board of Directors. It shall be the responsibility of the local chapter to advise the applicant of this procedure.

**Section 3. Termination of Membership** A person's membership may be revoked for cause, other than nonpayment of dues, by a two-thirds vote of the entire Board of Directors. The vote for revocation shall occur only after the member complained against has been advised of the complaint so lodged and has been given reasonable opportunity to present information on his or her behalf. Such member, if membership is revoked, may appeal for reconsideration of the decision by the Board. In no event will a dues refund be given. Revocation of membership for nonpayment of dues within the prescribed time period shall be automatic and not subject to any further procedure.

**Section 4. Resignations** A member in good standing may resign from the Association by submitting a letter of resignation to the Executive Manager who will remove that member from the membership roster. No dues refund will be given.

**Section 5. Reinstatement** A member who resigned in good standing or who allowed annual dues to lapse may reactivate his or her membership by requesting such action and paying the current dues. If continuous membership is desired, the member must pay all dues accruing from the time of non-renewal through the current year.

**Section 6. Annual Dues** Annual dues for all categories of membership shall be due as determined by the Board of Directors. The Board of Directors shall establish the annual dues amount and publish the dues information in the official publication of the Association. Dues are delinquent sixty days beyond the renewal date after which time members are not in good standing or entitled to any of the privileges of membership until dues are paid for the current membership year.

**Section 7. Membership Year** The membership year shall commence on July 1 and end on June 30 of the following year. The Board of Directors may change the membership year for all membership categories.

## ARTICLE V. AFFILIATED ASSOCIATIONS

**Section 1. Districts** The State of Washington shall be divided into districts, the number and area of which shall be determined by the Board of Directors. Each District shall have a Vice President who shall serve as its presiding officer and shall automatically serve on the Board of Directors.

**Section 2. Local Associations** Any group of five or more music teachers professionally active in the state of Washington may form an association (chapter) and affiliate with the Washington State Music Teachers Association by fulfilling requirements that are established from time to time by WSMTA Board of Directors.

a. All members of the Local Association must be members in good standing of both WSMTA and MTNA.

b. The fiscal and membership year must coincide with that of WSMTA.

## ARTICLE VI. OFFICERS

**Section 1. State Officers and Duties** The elected officers of the Association shall be President, President-Elect, Immediate Past President, Vice President, Secretary, Treasurer, and such District Vice Presidents as are necessary for the effective operation of the Association as determined by the Board of Directors.

a. The **President** shall be the principal elective officer of

the Association and shall preside at all meetings of the Association, and the Board of Directors. He or she shall recommend committees as may be required by the Bylaws or as he or she may deem beneficial to the Association for appointment by the Board of Directors. The President shall serve as an ex-officio member of all committees except the Nominating Committee. He or she shall oversee the preparation of the state conferences that occur during his or her term as President and perform such other duties as assigned by the Board of Directors.

b. The **President-elect** shall assume all the duties of the President in the absence of that officer. He or she may perform such other duties applicable to the office as assigned by the President and/or Board of Directors.

c. The **Vice President** shall perform duties applicable to his or her office as requested by the President or the Board of Directors. If the President-elect is unable to preside in the absence of the President, then the Vice President shall preside in the absence of that officer.

d. The **Secretary** shall be responsible for taking and distributing the minutes of all business meetings of the Association and of all meetings of the Board of Directors. He or she shall ensure that minutes are in legal form and are properly preserved. Such duties of the secretary as may be specified by the Board of Directors may be delegated to the Executive Manager.

e. The **Treasurer** shall be responsible for overseeing, in cooperation with the Executive Manager, all financial affairs of the Association, and shall serve as chair of the Finance Committee. He or she shall provide periodic financial reports to the Board of Directors and an annual financial report, and perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association. Such duties of the treasurer as may be specified by the Board of Directors may be delegated to the Executive Manager.

f. The **Immediate Past President** shall serve as an advisor to the President, serve on the Finance Committee, and may chair the Development Committee.

g. **District Vice Presidents** shall perform duties applicable to their offices as requested by the President and Board of Directors.

**Section 2. District Officers and Duties** The District Vice Presidents shall promote the work of the Association in their respective districts, visit the chapters within their own districts, accept special assignments as requested by the Board of Directors and make reports of their activities to the Board of Directors at its meetings.

**Section 3. State and District Terms of Office** Each officer shall be elected for one term of two (2) years and serve until his or her successor assumes office. The term of office shall begin and end with the close of the annual session in the election year.

**Section 4. Succession** The State **President-Elect**, upon completion of his or her term of office, shall automatically become President of the Association. Should the President-Elect be unable to assume the Presidency, the **Vice President** shall become President of the Association. The State **Vice President**, upon completion of his or her term of office, shall automatically become President-Elect of the Association. Should the Vice President be unable to assume the position of President-Elect, the President-Elect shall be elected, for that term only, in the same manner as the other officers.

## Section 5. Vacancies and Removal

a. A vacancy in any state office, except that of President, shall be filled for the unexpired term by presidential appointment and approval by the Board of Directors.

b. Any officer, whether elected or appointed, shall cease to hold office upon termination of membership, or may be removed from office by two-thirds vote of the entire Board of Directors. Such action will be taken when it appears evident that a state officer has been or is unable to serve or is otherwise disqualified.

## ARTICLE VII: NOMINATIONS AND ELECTIONS

**Section 1. Nominating Committee and Slate of Nominees** Three or more active members, appointed by the President, one year prior to each regular election, shall select from the active membership a list of names, which shall include at least one person for each elective office. This list shall be presented to the Board of Directors for approval at their mid year meeting and shall be published in the *Clarion* at least two months prior to the annual meeting. Priority will be given to certified members.

**Section 2. Elections** The report of the Nominating Committee shall be submitted to the membership at the first general business meeting of the convention and the election shall be conducted at such meeting. Opportunity shall be given for nominations for any office other than President and President-Elect from the convention floor. Election shall be by secret ballot, except in the event of only one nominee for an office in which case the Chair may recommend election by general consent.

## ARTICLE VIII: BOARD OF DIRECTORS

**Section 1. Government** The government of the Association shall be vested in the Board of Directors, which shall be composed of the President, President-Elect, Immediate Past President, Vice President, Secretary, Treasurer, District Vice Presidents, Education Board Chair, Adjudications Chair, *Clarion* Editor, and Executive Manager, ex officio without vote.

**Section 2. Authority** In addition to the power and authority expressly conferred upon it in these bylaws, the Board of Directors shall have the right, responsibility, and authority to exercise all such powers and perform such acts as may be exercised or done by the Association subject to the Statutes of the State of Washington, provisions of the Articles of Incorporation and the Bylaws of the Association.

**Section 3. Duties** The Board of Directors, within the limits of the Bylaws, shall determine policies of the Association considering recommendations from the Committees, and individual members. It shall actively pursue the purposes of the Association and shall have discretion in the disbursement of all funds of the Association. It may adopt such rules and regulations for the conduct of the Association business as shall be deemed advisable, and may, in the execution of powers granted, appoint such agents as it may consider necessary.

**Section 4. Quorum** A majority of the members of the Board, three of whom must be elected officers, shall constitute a quorum of the Board of Directors. Meetings may be held by teleconference calls, in which all persons participating can hear each other, and participation in such a meeting shall constitute presence at such meeting.

## Section 5. Meetings

a. Regular meetings of the Board of Directors shall be held at least twice a year at such time and place as the Board may prescribe. Special meetings of the Board, such as teleconference meetings, may be called by the President or by a majority of the Board's members.

b. Action taken by unanimous written consent of the members of the Board of Directors via mail, or electronic transmission, shall be a valid action of the Board. Such action of the Board shall be preserved and reported in the official minutes.

**Section 6. Honoraria** Certain officers may receive honoraria for their services, the amount of which shall be determined by the Board of Directors. The Board may, by resolution, authorize reimbursement of expenses incurred by officers and committee chairs in the performance of their official duties when previously approved by the Board of Directors. Such authorization may prescribe procedures for approval and payment of such expenses.

## Section 7. Indemnification and Limitation of Liability

a. Each officer and director, elected or appointed, the Executive Manager, the *Clarion* editor and their respective heirs, executor, and personal representatives, shall be indemnified by the Association against all expense or loss actually and reasonably incurred by him or her in connection with any action, suit or proceeding in which he or she is made a party by reason of being, or having been, an Officer or Director, the Executive Manager or the *Clarion* editor, excepting only any matters in which he or she is adjudged in such action, suit or proceeding, to be liable to WSMTA or is adjudged to have improperly received a personal benefit.

b. Such indemnification shall not be deemed exclusive of any other indemnification rights to which such person may be entitled under any Bylaw, agreement, vote of the Board of Directors or members, or otherwise.

c. The provisions contained in this Section 7 shall be interpreted and applied to provide indemnification to directors, officers, the Executive Manager and the *Clarion* editor to the fullest extent allowed by applicable law, as such law may be amended, interpreted and applied from time to time. The right to indemnification under this Section 7 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, other agreement, vote of disinterested directors, insurance policy, principles of common law or equity, or otherwise.

## ARTICLE IX: EXECUTIVE MANAGER

The Board of Directors shall appoint the Executive Manager who shall serve, ex-officio, without vote on the Board of Directors. He or she shall manage and direct all administrative activities of the Association through the office of the President and subject to the policies of the Board of Directors. He or she shall have the legal authority to sign documents on behalf of WSMTA, as authorized by the Board.

## ARTICLE X: FINANCE

**Section 1. Fiscal Year** The Association shall operate under a fiscal year which shall be the same as the membership year (Article IV, Section 7), unless otherwise determined by the Board of Directors.

**Section 2. Audit** An annual audit of the Association's finances shall be prepared by an independent certified public accounting firm and made available at the annual business meeting.

**Section 3. Finance Committee** The Finance Committee shall coordinate the Board's financial oversight responsibilities by recommending policy to the Board and monitoring its implementation. The Committee, in consultation with the Executive Manager and treasurer, shall propose a budget for approval by the Board of Directors. It may have other duties assigned to it by the President with the approval of the Board of Directors. The Committee shall consist of the President, President-elect, Treasurer, Immediate Past President, Executive Manager, ex officio without vote, plus one member elected from among the members of the Board of Directors. The Treasurer shall serve as chair of this committee.

## ARTICLE XI: COMMITTEES

The President shall recommend for the appointment by the Board of Directors such standing and ad hoc committees as may be required by the Bylaws, or as he or she may deem beneficial to the Association. Permanent standing committees shall include Education, Finance, Development, Conference, and Nominating.

**Section 1. Education** The Education Committee which shall be known as the Education Board shall develop and recommend to the Board of Directors all educational projects, plans, and policies of the Association, appoint all chairs of educational projects, certify those teachers meeting the requirements of the Association for state certification, and officially represent the Association in all dealings with the Washington Music Educators Association. The Board of Directors shall give final approval on all recommendations proposed by the Education Board or refer the proposal back to the Education Board.

**Section 2. Finance Committee** See Article X: Section 3

**Section 3. Development Committee** The Development Committee shall be responsible for continuous study of WSMTA structure, services and membership, for study and development of short and long range goals and for making recommendations based on these studies. The Immediate Past President may serve as Chair of this Committee. Other members shall include the President, President-Elect, Vice-President, Education Board Chair, the Treasurer, and one or more additional active members appointed by the President.

**Section 4. Conference Committee** shall plan and implement an annual conference. A Conference Chair shall be appointed by the President for a period of one year. The Conference Chair, in consultation with the President, shall select two or more active members to serve on the Conference Committee. The Conference Chair may be appointed by the President as a special member-at-large of the Board of Directors for a period of one year.

**Section 5. Nominating Committee** See Article VII: Section 1

## ARTICLE XII: MEETINGS

**Section 1. Annual Session** There shall be an annual session of the Association, time and place to be determined by the Board of Directors.

### Section 2. Business Meeting

a. The annual business meeting of the Association for the presentation of reports and discussion of association affairs will be

held during the annual session. This meeting is open to all members. Notice of this meeting shall appear in the official Association publication at least thirty (30) days prior to the appointed time.

b. Special meetings of the membership may be called with a minimum of 60 days advance notice by the Board of Directors or upon a signed petition from 100 active members.

c. A quorum of the Board of Directors plus forty (40) Active Members, shall constitute a quorum for business meetings of the Association. Business may be conducted with voting taking place only when a quorum is present.

**Section 3. District Meetings** The Districts shall hold meetings at the annual session and at such other times as determined by the Board of Directors or called by the District Vice Presidents. The District Vice President shall preside at these meetings. These meetings are open to all members in the District.

## ARTICLE XIII. PARLIAMENTARY AUTHORITY

**Section 1. Parliamentarian** The President may appoint a parliamentarian to provide parliamentary opinion during meetings of the Board of Directors and the annual business meetings of the Association.

**Section 2. Parliamentary Authority** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association's meetings in all cases in which they are applicable, and in which they are not inconsistent with the Articles of Incorporation, the *Bylaws* of the Association and any special rules of order the Association may adopt.

## ARTICLE XIV. PUBLICATIONS

**Section 1. Official Publications** At periodic intervals WSMTA shall publish official notices and articles in a format determined by the Board of Directors. Other publications may be issued periodically.

**Section 2. Bylaws Publication** The WSMTA *Bylaws* shall be made available to the membership.

## ARTICLE XV. AMENDMENTS

**Section 1.** Articles I and II of these Bylaws shall be identical to the corresponding articles I and III of the Articles of Incorporation.

**Section 2.** These *Bylaws* may be amended at any annual conference business meeting of the Association by a quorum of the Board of Directors and by a majority vote of forty (40) active members of WSMTA present and voting. Proposed amendments must be reviewed by the Legislative Committee, presented in writing and approved by the Board of Directors at its mid year meeting preceding the conference. The proposed amendments shall be published in *The Clarion* or by separate mailing to the membership thirty days preceding the conference. Said amendment(s) shall be read at the first business session of the conference and voted on at a business session held on one of the succeeding days of the conference.

**Section 3.** Proposed amendments must be approved by MTNA prior to voting at the annual Conference.

**Section 4.** Approved amendments to these Bylaws shall take effect immediately upon passage unless otherwise specified.