

CONSTITUTION and BY-LAWS
MICHIGAN MUSIC EDUCATION ASSOCIATION

Adopted – 1950

Revised - 1955, 1959, 1962, 1963, 1970, 1976, 1985, 1993, 2004, 2012, 2017

CONSTITUTION

Article I – Name

The name of the organization is Michigan Music Education Association, hereinafter designated either as MMEA or as the "Association".

Article II – Purpose

The purpose for which this corporation is organized and operates is exclusively literary and educational, as defined in Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended. The purpose of this corporation shall be the advancement of music education, and in specific furtherance thereof:

(a) to encourage and improve the quality of scholarship and research within music education; (b) to develop and promote improvement in the quality of teaching and research in music at all levels; (c) to assist in the establishment of comprehensive music programs in all schools as an integral part of general education; (d) to foster the utilization of the most effective techniques and resources in music instruction; and (e) to facilitate the involvement and interest of persons of all ages in music and all related activities for the benefit of the general welfare of all persons; and (f) to engage in advocacy and policy efforts for music education programs at the state and federal level. In furtherance thereof, the corporation may publish or reproduce educational papers and other publications, hold symposia, make gifts, scholarships, fellowships, grants, or contract for any of the said foregoing purposes; and, exclusively for the public benefit, use, publish, and otherwise make available to the general public on a nondiscriminatory basis the results of its collection of information deriving from the foregoing activities. The corporation may conduct any and all other activities in accordance with its By-Laws, which are designed to accomplish the foregoing purposes.

Article III – Membership

The Association shall be a membership corporation subject to the provisions of the Articles of Incorporation. The conditions, terms, privileges, rights and duties of membership shall be stated or provided in the By-Laws of the Association.

Article IV – Government

The MMEA Executive Board shall be the legal representative of the Association and as such shall have, hold, and administer all property, funds, and affairs of the Association.

Provisions for the regulation of the internal affairs of the Association shall be provided for in the By-Laws of the Association.

Article V – Elections

The manner of the election or appointment of the members of the MMEA Executive Board shall be provided for in the By-Laws of the Association.

Article VI – Disposition of Assets in Case of Dissolution

In the event of dissolution or termination of the Association, the MMEA Executive Board shall, after the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for charitable, educational, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the MMEA shall determine. Any of such assets not so disposed or shall be disposed of by the Court of proper jurisdiction exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

Article VII – Amendments

This Constitution may be altered or amended by an approving vote of two-thirds of those members who cast ballots. Ballots and necessary supporting information shall be made available at least thirty (30) days prior to the close of voting to all members of record who are eligible to vote. Such closing date shall be designated by the MMEA Executive Board and disclosed to all members. Proposed amendments to this Constitution may be initiated by the MMEA Executive Board or by a petition signed by five percent (5%) of the membership.

BY-LAWS

By-Law I – Membership

- 1.1 Active Membership. Active membership shall be open to all persons in music teaching or other music related educational work in the State of Michigan. Each active member shall have the right to vote and hold office. ~~Each active member shall receive a subscription to the MMEA official publication.~~ Each active member shall hold concurrent membership in NAFME, The National Association for Music Education, **hereinafter designated as “NAfME,”** a nationally constituted organization of federated state associations such as MMEA.
- 1.2 Life Membership. Persons holding Life Membership in NAFME shall have active member status in MMEA.
- 1.3 Retired Membership. Retired membership shall be open to former music educators who have retired from teaching or other music related educational work. Retired members shall have the same privileges as active members.

- 1.4 Collegiate Membership. Collegiate Membership shall be open to music students in teacher education programs at the college or university level in the State of Michigan who are not employed full-time as teachers. Collegiate members shall have the same privileges as active members except the right to vote or to hold elective office in MMEA. ~~Each collegiate member shall receive a subscription to the MMEA official publication.~~ Each collegiate member shall hold concurrent membership **in their** is his or her respective collegiate chapter of MMEA/ NAFME.
- 1.5 Introductory Membership. Introductory membership shall be open to persons in their first year of full-time music teaching or music educational related work in the State of Michigan who have been collegiate chapter members in any state during the preceding fiscal year. The membership shall be limited to one continuous membership year. Introductory members shall have the same privileges as active members except the right to hold elective office. ~~Each introductory member shall receive a subscription to the MMEA official publication.~~
- 1.6 Associate Membership. Associate membership shall be open to a person, group, or business interested in the advancement of music education in the State of Michigan. ~~Each Associate member shall receive a subscription to the MMEA official publication but shall not have the right to vote or hold elective office.~~

By-Law II – Dues

- 2.1 Amount of Dues. The MMEA Executive Board shall specify the amount of dues for active state membership. These dues shall be added to the amount of dues required by NAFME. The amount of dues for other categories of membership shall be based upon the active state membership dues as follows:

Introductory membership	50% of active dues
Retired membership	50% of active dues
Associate membership	100% of active dues determined annually
Collegiate membership	determined annually
Life membership	rebatd from NAFME

The specified rates are payable annually to NAFME. Life membership dues shall be payable one time only. Associate membership shall be paid to ~~the MMEA Treasurer.~~

By-Law III – Government

- 3.1 Authority. ~~Authority of the management, policies, and action of the Association is vested in the MMEA Board.~~ **Except as specifically provided in the Corporation's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Corporation's finances, property, activities and affairs are vested in the Executive Board. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Executive Board may take any lawful action on behalf of the Corporation which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party. The MMEA Board shall serve as the deliberative and advisory group to the Executive Board and shall have primary responsibility for the planning, scheduling, content, and**

implementation of all MMEA programming. All Officers, Coordinators, and Representatives shall be voting members of the MMEA board.

3.2 MMEA Board Membership. All MMEA board members must be members of NAFME/MMEA. The MMEA Board shall consist of:

- A. Elected Officers: President, President-Elect, Immediate Past President, Secretary, and Treasurer. These five elected officers shall constitute the Executive ~~Committee~~ Board. By virtue of their status as elected officers, the Executive ~~Committee~~ Board is vested with the power and responsibility of conducting necessary business of the Association.
- B. Appointed Board Members: All Coordinators, ~~Program Chairs, Advisory positions as requested by NAFME or to fulfill identified needs within the state, Operations Personnel, and Region Representatives,~~ are appointed by the President, with the approval of the MMEA Executive Board. ~~Coordinators shall appoint Committee Chairs, in consultation with the President and Executive Director. Representatives, including Region Representatives, are appointed by the President, with the approval of the MMEA Executive Board.~~ The state will be divided into ~~6-10 regions~~ no fewer than 5 regions, each with a Region Representative. Region boundaries will be determined by the President, in consultation with the Executive ~~Committee~~ Board. ~~with consideration given to aligning the MMEA districts with those of the Michigan School Band and Orchestra Association (MSBOA) and the Michigan School Vocal Music Association (MSVMA).~~

3.3 Ex-Officio Board Members. Ex-Officio board members shall be appointed by the President with the approval of the Executive Board. They may ~~shall~~ attend all meetings but may not vote. The Executive ~~Administrator~~ Director for MMEA shall be considered an Ex-Officio member of the Executive Board & full board.

3.4 Selection and Terms of Office. Candidates for elected offices shall be recommended by a committee selected and chaired by the Immediate Past President. These candidates' names and further nominations from the membership shall be presented at the Michigan Music Education In-Service Conference membership meeting in January. Election shall be held in even-numbered years for a two-year term. The President-Elect shall be the only exception with an additional term of two years as President to insure continuity of program and service, and two years as Immediate Past President in an advisory role. ~~Candidates for Program Chairs, Advisory positions, Operations Personnel and Region Representatives shall be recommended by the President for approval by the Board. Coordinators will be appointed for Board positions will be for a twothree-year term with an option for reappointment. Committee Chairs and Representatives will be appointed for a two-year term with an option for reappointment.~~

3.5 Assumption of Office, Succession, and Removal of Officers.

- A. Newly elected officers shall assume the responsibility of office during the Spring business meeting following elections but in no case later than June 30 of the year in which they were elected. The President-Elect will assume the office of President if a vacancy occurs. The President will appoint persons, subject to

Executive Board approval, for any other vacancies that occur during a term of office in order to fill out that one term only. In the event of the inability or unwillingness of any officer to properly fulfill the responsibilities of the office, the officer may resign, or may be requested to resign by a two-thirds majority vote of the MMEA Board. The officer may be removed from office, upon recommendation of the MMEA **Executive** Board to the membership, with two-thirds majority ~~vote by mail~~ of the active membership who cast ballots.

B. **Coordinators, Committee Chairs, and Representatives** assume office when appointed. In the event of the inability or unwillingness of any board member to properly fulfill the responsibilities of the office, the board member may resign, or may be requested to resign by a two-thirds majority vote of the MMEA **Executive Board**.

3.6 **Responsibilities of Elected Officers, Coordinators, Committee Chairs, and Representatives.** Officers, Coordinators, Committee Chairs, and Representatives shall faithfully execute their duties as MMEA board members, as outlined in their respective **job descriptions, found in the MMEA Policy Manual.**

A. ~~The President~~

1. ~~Shall be a voting member of the MMEA Board and the Executive Committee Board.~~
2. ~~Shall plan and preside at all Board, Executive Committee Board, and MMEA business/membership meetings; shall call Executive Committee Board meetings as needed and/or upon the request of two Board members.~~
3. ~~Shall be responsible for or shall delegate the planning and organization of, the membership meeting(s).~~
4. ~~Shall represent MMEA at NAFME National Assembly and National and North Central MENC Division meetings.~~
5. ~~Shall represent MMEA at meetings, ceremonies, and other functions as many other state, regional or national conferences as time and funds permit.~~
6. ~~Shall have the power to form committees and make appointments with the approval of the Executive Committee Board.~~
7. ~~Shall be an ex-officio member of all committees and attend meetings as necessary.~~
8. ~~Shall recommend for Executive Committee Board approval all Chairpersons Coordinators and Representatives as specified in the Bylaws.~~
9. ~~Shall be responsible for building and/or maintaining relationships with other music and/or arts organizations within the state of Michigan, including service on the Michigan Music Conference Executive Board to state conferences.~~
10. ~~Shall be responsible for annual evaluation and contract negotiations of the Executive Director.~~
11. ~~Shall be an ex-officio member of the Editorial Board.~~

~~B. The Immediate Past President~~

- ~~1. Shall be a voting member of the MMEA Board and the Executive Committee.~~
- ~~2. Shall be Chairperson of the Nominating and Election Committees.~~
- ~~3. Shall be responsible for following MMEA election procedures.~~
- ~~4. Shall be Chairperson of the Awards Committee.~~
- ~~5. Shall serve as general consul to MMEA concerning matters that require knowledge of precedent or previous discussion.~~

~~C. President Elect~~

- ~~1. Shall be a voting member of the MMEA Board and the Executive Committee.~~
- ~~2. Shall assume the President's duties at any Board, Executive Committee or MMEA business meeting, which the President cannot attend.~~
- ~~3. Shall attend NAFME National Assembly and National or North Central meetings as approved by the Board.~~
- ~~4. Shall work with and coordinate the efforts of Region Representatives in collaboration with the Region Representatives Chair.~~
- ~~5. Shall work in collaboration with the President to build and/or maintain relationships with other music and/or arts organizations within the state of Michigan, including service to state conferences.~~

~~D. The Secretary~~

- ~~1. Shall be a voting member of the Board and the Executive Committee.~~
- ~~2. Shall keep complete minutes and records of MMEA at all Board, Executive Committee, and membership meetings. An additional copy shall be deposited in the Archives.~~
- ~~3. Shall report in summary form all minutes of prior Executive Committee, Board, and business meetings at all regular Board meetings.~~
- ~~4. Shall summarize action of meetings in the MMEA official publication.~~

~~E. The Treasurer~~

- ~~1. Shall be a voting member of the MMEA Board and the Executive Committee.~~
- ~~2. Shall be custodian of MMEA funds.~~
- ~~3. Shall devise and keep financial records in collaboration with the Executive Administrator.~~
- ~~4. Shall form a finance committee with the Executive Administrator and serve as its chairperson.~~

3.7 ~~Responsibilities of Appointed Chairs~~ Coordinators.

A. ~~Shall be appointed by the President, with the approval of the Executive Committee.~~

B. ~~Shall be a member of NAFME and MMEA.~~

C. ~~Shall carry out the general responsibilities of MMEA Board Membership, including attendance at all Board meetings.~~

D. ~~Shall plan and coordinate activities appropriate to their appointment.~~

E. ~~May establish committees to accomplish these goals.~~

F. ~~Shall regularly report all activities to the President and all Board members.~~

G. ~~Shall complete all duties as outlined in the approved MMEA Board job descriptions.~~

~~ADD Committee Member appointment and membership requirement~~

3.8 ~~Responsibilities of Region Representatives.~~

A. ~~Shall be appointed by the President, with the approval of the Executive Committee.~~

B. ~~Shall be a member of NAFME and MMEA.~~

C. ~~Shall carry out the general responsibilities of MMEA Board Membership, including attendance at all Board meetings.~~

D. ~~Shall plan and coordinate activities appropriate to their appointment.~~

E. ~~May establish committees to accomplish these goals.~~

F. ~~Shall regularly report all activities to the President and all Board members.~~

G. ~~Shall complete all duties as outlined in the approved MMEA Board job descriptions.~~

H. ~~Shall coordinate with the President elect the responsibilities in the region and provide leadership in the region to stimulate professional activity in MMEA.~~

I. ~~Shall work with the Executive Administrator in identifying lapsed and enlisting new members to MMEA in their region.~~

J. ~~Shall participate in MMEA activities serving as liaison for membership, providing input for workshops and clinics and identifying successful programs to the Chairperson of Professional Programs President and Executive Committee.~~

K. ~~Shall be responsible for maintaining a regional communication network to convey information needs to the membership.~~

3.9 ~~Responsibilities of Board Advisors~~ Representatives.

A. ~~Shall be appointed by the President, with the approval of the Executive Committee.~~

B. ~~Shall be a member of NAFME and MMEA.~~

C. ~~Shall carry out the general responsibilities of MMEA Board Membership, including attendance at all Board meetings.~~

D. ~~Shall plan and coordinate activities appropriate to their appointment.~~

E. ~~May establish committees to accomplish these goals.~~

- F. ~~Shall regularly report all activities to the President and all Board members.~~
- G. ~~Shall complete all duties as outlined in the approved MMEA Board job descriptions.~~
- H. ~~Advisors to other state organizations interested in music education shall act as liaisons and shall submit periodic reports to the MMEA Board.~~

3.10 Responsibilities of Committee Chairs:

- 3.7** 3.10 Responsibilities of Executive Administrator **Director** ~~(operations personnel).~~
- A. Shall be hired by the President with the approval of the Executive ~~Committee~~ **Board**.
 - B. Shall be a member of NAFME and MMEA.
 - C. Shall carry out the general responsibilities of MMEA employment, **as outlined in the Executive Director Position Description and the Executive Director Employment Agreement**, ~~including attendance at all Board meetings.~~
 - B. Shall serve as an ex-officio member of the MMEA Board and Executive ~~Committee~~ **Board**.
 - C. ~~Shall assist the President and Board members in their regular duties, as noted in approved MMEA Board job descriptions.~~
 - ~~D. Shall attend NAFME National Assembly and National or North Central meetings as approved by the Board.~~
 - ~~E. Shall work in collaboration with the Treasurer.~~
 - ~~F. Shall work in collaboration with the President to build and maintain relationships with other music and/or arts organizations within the state of Michigan, including service to state conferences.~~
 - G. Shall be evaluated by the MMEA President, **as outlined in the Executive Director Employment Agreement**, ~~at least every two (2) years, to coincide with the MMEA election cycle, by the President and, at the President's his/her discretion, additional members of the MMEA Executive Committee.~~

By-Law IV – Meetings

- 4.1 Annual Membership Meeting. **The Executive Board shall determine the time and date of The Annual Membership Meeting, and will announce details to the membership in advance.** ~~in January shall be determined by the Executive Committee and shall be announced to the membership in the fall.~~
- 4.2 Quorum for Annual Meeting. A quorum shall consist of twenty-five (25) members.
- 4.3 The MMEA Board Meeting and Quorum. The MMEA Board shall meet at least three (3) times each year on call by the President. A simple majority shall constitute a quorum.
- 4.4 Executive ~~Committee~~ **Board** Meetings. The Executive ~~Committee~~ **Board** shall meet at the call of the President or any two members of the ~~committee~~ **board**. A simple majority shall constitute a quorum.

- 4.5 Parliamentary Authority. All meetings of the Association shall be conducted under Roberts Rules of Order Newly Revised, and shall be open to the membership.

By-Law V – Finance

- 5.1 Working Balance. There shall be an established and adequate working balance in the MMEA treasury sufficient to meet current obligations.
- 5.2 Assigned Authority. The Executive ~~Committee~~ **Board** of the MMEA Board shall have authority to:
- A. Make and revise contracts.
 - B. Administer and control all receipts and expenditures.
 - C. Hold and disperse all moneys derived from dues and/or other levies and activities.
 - D. Determine and authorize travel and other operational expenses.
- 5.3 Budget and Audit.
- A. Budget. The budget shall be the responsibility of the Finance committee consisting of the ~~Executive Committee~~ Treasurer, Executive ~~Administrator~~ **Director**, and as many as two (2) additional MMEA Board members. They shall:
1. Annually review the finances of the Association and shall present to the MMEA Board at the spring meeting a proposed budget for the next fiscal year.
 2. Review and discuss any requests for moneys in excess of what provided in the Annual Budget with the MMEA Board.
 3. Report to the membership at all business meetings and in the MMEA official publication.
- B. Audit
1. An audit of finances shall be made on a periodic basis at the discretion of the Executive ~~Committee~~ **Board**.
 2. This audit shall be made by an outside accountant authorized by the Executive ~~Committee~~ **Board**.
 3. A report of this audit shall be published in the MMEA official publication.
 4. The fiscal year of MMEA shall coincide with the NafME fiscal year.
- 5.4 Liability of Officers and/or Board Members.
- A. General Limitation: An Officer and/or Board Member shall not be personally liable to the Association for monetary damages for a breach of the Officers' and/or Board Members' fiduciary duty, provided that this provision shall not eliminate or limit the following:
1. A breach of the Officers' and/or Board members' duty of loyalty to the Association;
 2. Acts or omissions not in good faith of that involve intentional misconduct of a knowing violation of the Law;

3. A violation of section 551(1), Act 161 of the Public Acts of 1982, as amended;
4. A transaction from which the officer and/or board member derived an improper personal benefit;
5. An act or omission that is grossly negligent.

B. Indemnification:

1. **Right to Indemnification:** The Executive ~~Committee~~ **Board** shall have the right to indemnify an officer or Board member, from expenses actually and necessarily incurred by them in connection with the prosecution of any action authorized by the Executive ~~Committee~~ **Board** for the defense of any action in which they, or any of them, are a party by reason of being or having been an Association Officer and/or Board Member, except as expressly limited by these By-Laws, as a consequence of the person having been guilty of intentional misconduct or gross negligence, or as expressly prohibited by Law.
2. **Individual Insurance:** The Executive ~~Committee~~ **Board** is further authorized to purchase necessary liability insurance to indemnify and protect the Officers and/or Board of Directors against any loss resulting from the discharge of their duties, except as herein expressly excepted.

By-Law VI – Amendments

- 6.1 Amendments and Alterations. These By-Laws may be altered or amended by an approving majority vote of those members who cast ballots. Ballots and necessary supporting information shall be made available at least thirty (30) days prior to the close of voting to all members of record who are eligible to vote.

By-Law VII – Elections

- 7.1 Process Purpose. The Executive ~~Committee~~ **Board** may make available ballots and necessary supporting information for any purpose when a vote of the membership may be required.