

**BYLAWS OF MONTANA MUSIC EDUCATORS ASSOCIATION, INC.**  
**A Montana Nonprofit public benefit corporation**

**ARTICLE I.**

*Offices*

The principal office of Montana Music Educators Association, Inc. (the "Corporation") shall be located within the state of Montana at such place as the Board of Directors shall from time to time determine. The Board is granted full power and authority to change the principal office from one location to another. The Corporation may establish or maintain additional offices at such other places as the Board of Directors may determine.

**ARTICLE II.**

*Purposes*

2.1 As stated in the Articles of Incorporation of the Corporation, the Corporation is organized and shall be operated exclusively for educational and charitable purposes. Further, the Corporation shall have and exercise all rights and powers conferred on nonprofit corporations under Section 35-2-118 of the Montana Nonprofit Corporation Act, provided, however, that the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Corporation. The Corporation shall operate under the following restrictions:

2.2 The Corporation shall not carry on any other activities not permitted to be carried on by a corporation that is exempt from federal income tax as an organization described in Section 501 of the Internal Revenue Code.

2.3 No part of the net earnings or assets of the Corporation shall inure to the benefit of any director, officer, or other private individual.

2.4 No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate or intervene in any political campaign (including publishing or distributing statements), in connection with any candidate for public office.

**ARTICLE III.**

*Membership*

3.1 The Corporation shall have one class of members, and each member shall be entitled to one vote on each matter submitted to the vote of the members. If an organization is a member, the organization will designate one person who will have the right to exercise the organization's voting rights.

3.2 Any individual who is engaged in music teaching or other music educational work, who pays the dues and fees as provided herein, and that agrees to be bound by the Articles of

Incorporation of this Corporation, by these Bylaws, and by such rules and regulations as the Board may from time to time adopt, is eligible for membership in this Corporation.

3.3 The Board will from time to time prescribe the form and manner in which application may be made for membership.

3.4 No member will have any right, title, or interest in any of the property or assets, including any earnings or investment income, of the Corporation, nor will any of such property or assets be distributed to any member on its dissolution or winding up.

3.5 No member of the Corporation will be personally liable for any of its debts, liabilities, or obligations.

3.6 Membership in the corporation is nontransferable. Membership will terminate on the resignation or death of a member, or on a member's failure to pay the dues required in these Bylaws within 15 days of the due date. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

3.7 The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which will be of such form as may be determined by the Board.

3.8 The Board of Directors may determine from time to time the amount of initiation fee, if any, and the amount of annual dues payable to the corporation by members. Dues will be payable annually. Dues of new members will not be prorated, and will be payable, together with any initiation fee at the time the new member applies for membership. Each member shall also pay the annual dues for membership in the National Association for Music Education (NAfME). The Treasurer/State Manager, and the Editor of CADENZA shall be exempt from dues, and the Corporation will pay the NAfME dues on their behalf.

3.9 The members shall hold an annual meeting for the purpose of electing the directors/officers, and all other business as may properly come before the members. Special meetings of the members may be called at any time by the President, any two directors or any five members. Meetings of the members shall be held upon at least four days' notice by first-class mail or at least forty-eight hours' notice given personally or by telephone. Any such notice shall be addressed or delivered to each member at such member's address as it is shown upon the records of the Corporation.

3.10 A majority of members constitutes a quorum of the members for the transaction of business. Unless a greater number is required by law, the Articles of Incorporation or these Bylaws, every action taken or decision made by a majority of the members present at a meeting duly held at which a quorum is present is the act of the members.

3.11 Members may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment.

3.12 Notice of a meeting need not be given to any member who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such member. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

3.13 A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

3.14 Any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the members and shall have the same force and effect as the unanimous vote of such members. The Board may adopt any form or procedure to obtain such consent electronically.

3.15 At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney in fact. No proxy will be valid after 9 months from its date of execution unless otherwise provided in the proxy.

3.16 Where directors/officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors will determine.

3.17 Where any member is under the age of 18 years old, said member shall designate a legal guardian to act on behalf of the member for all purposes described herein.

#### **ARTICLE IV.**

##### *Board of Directors/Officers*

4.1 Subject to any limitations in the Articles of Incorporation or these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors, without the necessity for approval by the members.

4.2 The Board of Directors shall also serve as officers, as specified below. All directors/officers shall be members of the Corporation. The directors/officers may be collectively referred to as the "Board" or the "Board of Directors."

4.3 Directors/officer shall be nominated by the Council of Past Presidents and elected by the members at each annual meeting of the members or by mail as provided in Section 3.16. Each director/officer shall hold office for the term specified in Article V, or until his or her successor is elected and qualified.

4.4 The Board may remove a director/officer at any time when such removal is determined by the Board to be in the best interest of the Corporation. Any director/officer may resign by giving written notice to the Board of Directors. A vacancy in the Board of Directors, by reason of the death, resignation, or removal of any director/officers, shall be filled by a vote of the

majority of the remaining directors/officers. Any director/officer elected to fill a vacancy shall hold office until the next annual meeting and until his or her successor is elected and qualified.

4.5 Meetings of the Board of Directors/officers may be held at any place within or without the state of Montana which has been designated in the notice of the meeting.

4.6 The directors/officers shall hold an annual meeting for the purpose of establishing a budget, and all other business as may properly come before the Board. Annual meetings of the Board shall be held without notice at such time and place as determined by resolution of the Board.

4.7 Special meetings of the Board of Directors may be called at any time by any two directors. Special meetings of the Board shall be held upon at least four days' notice by first-class mail or at least forty-eight hours' notice given personally or by telephone. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Corporation.

4.8 A majority of directors/officers constitutes a quorum of the Board for the transaction of business. Unless a greater number is required by law, the Articles of Incorporation or these Bylaws, every action taken or decision made by a majority of the directors/officers present at a meeting duly held at which a quorum is present is the act of the Board.

4.9 Members of the Board of Directors may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment.

4.10 Notice of a meeting need not be given to any director/officer who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

4.11 A majority of the directors/officers present, whether or not a quorum is present, may adjourn any meeting to another time and place.

4.12 Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such directors. The Board may adopt any form or procedure to obtain such consent electronically.

4.13 The Board may, by resolution adopted by a majority of the number of directors/officers then in office, provided that a quorum is present, create one or more committees, each consisting of two or more directors/officers, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the directors then in office. Any such committee to the extent provided in the resolution of the Board, shall have all the authority of the Board except with respect to:

- (a) The approval of any action for which the Montana nonprofit public benefit corporation law requires approval of the Board or of a majority of the Board;
- (b) The election, appointment, or removal of any director/officer;
- (c) The adoption, amendment or repeal of any Bylaws or Articles;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of committees of the Board or the members thereof;
- (f) The expenditure of corporate funds to support a nominee for director/officer after there are more people nominated for director/officer than can be elected; or
- (g) The approval of any self-dealing transaction.

4.14 Regular and special meetings and actions of committees of the Board of Directors shall be governed by the provisions of this Article IV applicable to meetings and actions of the Board; provided however, that the Board may adopt rules for the conduct of the business of any committee consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

4.15 The Corporation shall not pay any compensation to directors/officers or committee members for services rendered to the Corporation, except that directors/officers and committee members may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

4.16 The Board shall annually, in January, authorize a budget for the following fiscal year of July 1 – June 30, setting up specific amounts for operating, travel, and conference expenses based on the previous year's income, and not to be exceeded without prior approval of 2/3 of the Board.

## **ARTICLE V.**

### *Duties of Directors/Officers*

5.1 The Director/State President (also referred to as the "President") is the general manager and chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall be responsible for the general supervision, direction, and control of the business and officers of the Corporation. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. The President shall preside at all meetings of the members and all meetings of the Board (which meets at least the Saturday morning following annual in-service conference and in January). The President shall in consultation with the Board prepare the program for the fall in-service conference and annual meeting of the members, and shall perform all other duties pertaining to this office. The President shall serve a two year term.

5.2 The Director/First Vice-President (also referred to as the “First Vice-President”) is the immediate past President, and will act in an advisory capacity to the President and the President-Elect, and shall assume the duties of either, in case of the disability of the President or of the President-Elect. The First Vice-President will serve as chairperson of the Council of Past Presidents, and in that capacity shall preside over the safeguarding and updating of the Articles, Bylaws, policies, and awards records of the Association. The First Vice-President shall also arrange for such recognitions and awards to be presented as have been authorized by either the Corporation’s approved policies and/or by the Council of Past Presidents. In addition, the First Vice-President shall serve as liaison to OPI. The First Vice President shall serve a two year term.

5.3 The Director/President-Elect (also referred to as the “President-Elect”) shall serve a two-year term and thereafter succeed to the presidency. The President-Elect is the liaison officer between the Corporation and music exhibitors for state conferences. The President-Elect assumes the duties of the President in case of the disability of the President and the First Vice-President.

5.4 The Director/Secretary (also referred to as the “Secretary”) shall take accurate minutes of all meetings of the members and the Board, and shall make printed copies of minutes available to the members. The Secretary shall also provide a synopsis of all actions and other pertinent business to the CADENZA for publication. The Secretary shall fulfill the duties assigned by the President and Board. The Secretary shall serve a year term or longer as appointed by the President.

5.5 The Director/Treasurer/State Manager (also referred to as the “Treasurer/State Manager”). The Treasurer/State Manager shall be the custodian of all funds of the Corporation and shall present at each annual meeting of the members a fiscal account of all monies received and disbursed. Current financial reports shall be presented at each regularly scheduled meeting of the Board. The Treasurer/State Manager shall deposit the funds of the Corporation in a depository approved by the Board. The Treasurer/State Manager will pay all bills as they become due if properly authorized according to these Bylaws, and shall keep records of such authorization. The Treasurer/State Manager shall serve a two year term. The terms of office for the treasurer/state manager and treasurer/state manager-elect/membership chair shall be offset (staggered) by one year from the terms of President and President-Elect in order that the Board shall always benefit from at least one year of experience of either the President or the Treasurer/State Manager.

5.6 The Director/Treasurer/State Manager-Elect/Membership Chair shall work with the Board, President, Treasurer/State Manager, and NAFME to maximize membership continuity and maintain membership records. He/she shall also understudy and assist the Treasurer/State Manager during the term of the Treasurer/State Manager-Elect, especially with respect to the conference registration process. He/she shall serve a term of two year term.

## **ARTICLE VI.**

### *Indemnification, Insurance and Director Liability*

6.1 For the purposes of this Article VI, "agent" means any person who is or was a director, officer, employee, or other agent of the Corporation; and "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

6.2 To the extent provided in Mont. Code Annotated Section 35-2-447, the Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

6.3 To the fullest extent permitted Montana Law, as now in effect or as may hereafter be amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer director or volunteer executive officer of a nonprofit corporation, caused by the director's negligent act or omission in the performance of that person's duties as a director or officer, provided that the person's act or omission was (1) within the scope of the director's or executive officer's duties, performed in good faith and not reckless, wanton, intentional or grossly negligent, and (2) either the damages are covered by liability insurance or the director or executive officer and the Board of Directors had made all reasonable efforts in good faith to obtain available liability insurance.

6.4 The Corporation shall have power to purchase and maintain insurance on behalf of any director, officer, employee or agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

## **ARTICLE VII.** *Miscellaneous*

7.1 The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

7.2 The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

7.3 The Articles of Incorporation and Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by majority vote of the directors/officers then in office.

7.4 The Corporation shall not make any loan of money or property to or guarantee the obligation of any director/officer, provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such director/officer.

7.5 The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

7.6 The Corporation shall pay the conference fees for the Treasurer/State Manager, and members who are retired music educators shall be admitted to conferences without paying registration fees.

## **ARTICLE VIII.**

### *Affiliate Organizations*

8.1 Affiliate organizations of the Corporation are the Montana Bandmasters Association (MBA), Montana Choral Directors Association (MCDA), Montana Chapter of American String Teachers Association (MT-ASTA), Montana General Music Teachers Association (MGMTA), and State Collegiate Chapter of NAFME: The National Association for Music Education (NAfMEC-MMEA).

8.2 In order for any music educators' organization to become an affiliate of the Corporation, it must present a written request and its constitution to the Board of directors. The Board shall then present the request to the entire membership for consideration of admission. All members of such affiliate organizations must agree to be members of NAFME and MMEA as a matter of constitution.

8.3 These affiliations shall have the latitude of promoting activities for their particular areas within the general structure of the Corporation. The presidents of any affiliated organization, as well as the NAfMEC advisor, shall be voting members of the MMEA Executive Board.

## **ARTICLE IX.**

### *Cadenza*

9.1 The official journal of the Corporation shall be the Cadenza. The journal is produced and distributed three times each school year; September, January and April.

9.2 The Board of Directors shall hire a Cadenza Editor/Business Manager and contract for his/her services for each fiscal year. The Editor/Business Manager shall present a Cadenza report at the annual meeting of the members.

9.3 The September (conference) issue shall be mailed to all music educators listed in the Corporation's Directory. Only members of the Corporation shall receive the January and April issues.



9.4 All revenues from Cadenza advertisements, subscriptions, or other sources are the property of the Corporation.

9.5 The Cadenza Editor/Business Manager shall be responsible for maintaining a Cadenza account into which all revenues are deposited. The Editor/Business Manager shall have authority to disburse funds from the Cadenza account to meet expenses as specified in the Editor/Business Manager contract. All Cadenza account income and expenditures shall be reviewed annually as part of the corporate audit. Income and expenditures are also subject to review by the Cadenza Oversight Committee.

9.6 Fiscal policies and procedures for the Cadenza shall be determined by the Cadenza Fiscal Oversight Committee, which shall consist of the President, First Vice-President (immediate past President), President-Elect, and Treasurer/State Manager. The committee shall meet annually prior to the January board meeting.

## **ARTICLE X.**

### *Other Advisory Positions and Committees*

10.1 The Second Vice-Presidents shall be the presidents of the MBA, MCDA, MT-ASTA, MGMTA, and NAFMEC-MMEA. They shall be responsible to the Corporation for actions from their individual organizations that would affect music education in the state and they assume responsibility for annual in-service conference planning in their areas.

10.2 State Collegiate NAFME Advisor. The NAFMEC-MMEA Advisor is appointed by the President and shall be active in matters of collegiate NAFME chapter development, establishing effective liaisons with the advisors of collegiate chapters of NAFMEC in Montana, overseeing the fulfillment of constitution and by-law provisions of NAFMEC including, but not restricted to, the election of officers, cooperative planning with the duly elected State collegiate president and other officers of NAFMEC, development of appropriate in-service meetings for the fall conference, development of other inter-chapter in-service meetings or leadership development conferences, and other duties as may be assigned by the MMEA president. This position shall also function as the state's representative for the national NAFMEC network. Term

10.3 Chair; MHSA Music Committee (or representative). The current chair of the MHSA Music Committee shall be a voting member of the Executive Board. MHSA shall appoint this individual, at the discretion of MHSA; a member of the MHSA Music Committee other than the chair may be appointed if liaison with the MMEA is better served in the opinion of MHSA.

#### 10.4 Council of Past Presidents

The Council of Past Presidents shall nominate candidates for the position of President/Director-Elect (who becomes President and then Past President) and The Director/Treasurer/State Manager-Elect/Membership (who becomes Treasurer/State Manager).

10.5 CADENZA fiscal oversight committee. The treasurer/state manager, with the president, president-elect, and editor, shall constitute a fiscal oversight committee of the CADENZA.

The undersigned Directors hereby adopt the foregoing Bylaws as the Bylaws of the Corporation this \_\_\_\_ day of \_\_\_\_, 2016.

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Karen Callan

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John Combs

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Kristin Harney