

MUSIC TEACHERS' ASSOCIATION OF CALIFORNIA BYLAWS

Last Revision – July, 2009

ARTICLE I. NAME

The name of this nonprofit corporation shall be the Music Teachers' Association of California.

ARTICLE II. PURPOSES

The purposes of this Association shall be the promotion of musical culture and the pursuit of excellence in the field of music education. The Music Teachers' Association of California, in compliance with all applicable federal and state laws, shall not discriminate. MTAC will make every effort to accommodate students with special needs in order to make participation in state programs accessible and available to them.

ARTICLE III. MEMBERSHIP

Section 1. The members of this Association shall be qualified persons who have been duly elected by a majority vote of the State Board of Directors. Membership shall be divided into seven classes: Active Teacher member, Provisional member, Business Affiliate member, Student member, Collegiate Member, Life member, and Honorary Life member.

Section 2. Membership shall be granted only by the State Board of Directors. Application shall be made directly to the State Office.

Section 3. Each application for membership shall be made upon a form prescribed by the State Board of Directors.

Section 4. Active Teacher Membership shall be granted to qualified music teachers who have a Bachelor, Master or Doctorate degree in Music from an accredited institution, or the equivalent thereof, indicating a major or concentration in the instrument they teach, and who are actively engaged in the profession of teaching music with a minimum of two years of music teaching experience

(a) **Contributory Membership.** An Active Teacher Member may become a Contributory Member in one other branch of the Association.

(b) **Branch Transfer.** Any member in good standing may transfer from one branch to another.

Section 5. Provisional Membership shall be granted to those persons offering satisfactory evidence of the intention and ability to qualify for Active Teacher membership within a three year period. If more time is needed to fulfill requirements, the Provisional member may apply in writing to the State Membership Secretary for a two-year extension and the request will be presented to the State Board of Directors for consideration of approval.

Section 6. Business Affiliate Membership may be approved for non-teaching persons, such as firms and institutions interested in supporting the Purposes of the Association as defined in Article II of this document.

Section 7. Student Membership shall be open to all college students currently pursuing a Bachelor degree in Music or equivalent thereof. Student members shall be entitled to the same privileges as Active Teacher Members, but shall not have the right to vote or hold office. Membership in this class shall not exceed a period of eight years.

Section 8. Collegiate Membership shall be open to all college students currently pursuing a Bachelor, Master or Doctorate degree in music at an accredited California institution with a formally recognized collegiate chapter. Collegiate members shall be entitled to the same privileges as Active Teacher Members including voting and holding Collegiate Chapter office, but may not vote in State Level elections or hold State Office.

Membership in this class shall not exceed a period of eight years.

Section 9. Life Membership, with all the privileges of Active Teacher Membership, shall be granted to each State President upon completion of the term of office.

Section 10. Honorary Life Membership may be conferred by the MTAC Board of Directors.

Section 11. Voting, Holding Office. All members of the Association in good standing shall be eligible to participate in the activities of the Association, but only Active Teacher Members are eligible to vote and hold office.

Section 12. Resignations shall be submitted in writing to the Branch Board of Directors. The Branch Membership Secretary shall notify the State Office and the State Membership Secretary of the membership resignation. For a member to resign in good standing, all current dues and fees owed to the Branch and the State shall be paid.

Section 13. Suspension or Revocation of Membership. The State Board of Directors, by a two-thirds vote, may suspend or revoke the membership of any member violating the Bylaws or acting in a manner harmful to the Association.

Section 14. Good Standing. To be a member in good standing all monetary fees and dues must be current with both the state and branch.

Section 15. Reinstatement. A former Active Teacher member in good standing may apply for reinstatement upon a form prescribed by the State Board of Directors.

ARTICLE IV. STATE BOARD OF DIRECTORS

Section 1. Number And Qualifications. As provided in the Articles of Incorporation, the number of directors shall be nine. The nine directors shall be six officers and three directors-at-large. Any Active Member in good standing shall be eligible for election to the State Board, provided the member has been an Active Member of the Music Teachers' Association of California for at least five years, and has served, or is serving, on a Branch Board. For the purpose of selecting a state-wide representation, California shall be divided into two sections, north and south, by a line along the northern border of Kern County extending west and east to the state-line. Five members of the State Board of Directors, including the President, shall be residents of the same section of the state, while the other four members, shall be residents of the opposite section of the state, at the time of their election. A candidate for the office of President must have served at least two terms on the State Board of Directors. A candidate for the offices of First Vice President and Treasurer must have served at least one term on the State Board of Directors. No person shall hold office in a branch while serving as a member of the State Board of Directors.

Section 2. Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, and subject to the duties of the Directors as prescribed by the Bylaws, the business and affairs of the Association shall be managed, and all corporate powers shall be exercised, by or under the direction of the State Board of Directors. Furthermore, the State Board of Directors shall have the following powers:

(a) **To select and remove** agents and employees of the Association, and to fix their compensation.

(b) **To conduct, manage and control** the affairs and business of the Association, and to make such lawful rules and regulations therefore as may be consistent with the Articles of Incorporation and the Bylaws.

(c) **To change the principal office** of the Association from one place to another within the County of San Francisco, State of California; to fix and locate from time to time one or more branch or subsidiary offices of the Association; to adopt, make and use the corporate seal; to prescribe the forms of certificates of membership.

(d) **To borrow money and incur indebtedness** for the purposes of

the Association, and to cause to be executed and delivered therefore in the corporate name promissory notes, or other evidences of debt and securities therefore; except that indebtedness or expenditures of an unusual nature in excess of \$10,000 shall submitted to the membership in writing at least 60 days prior to the next regular meeting of the members. Approval by a two-thirds vote of the delegates present at such meeting shall be necessary to authorize such indebtedness or expenditure.

Section 3. Resignation. Any director may resign at any time by giving written notice to the State Board of Directors or to the President or to the Recording Secretary of the Association. Any such resignation shall take effect immediately after the receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy among the directors shall be filled for the unexpired term by a vote of the remaining directors within thirty (30) days after such a vacancy has occurred.

Section 5. Removal of Directors. Power shall be vested in the Board of Directors to request the resignation of and/or remove from office any Director(s) failing to fulfill the requirements of these Bylaws, or for using funds of the organization for any purpose other than the payment of the organization's obligations. Dismissal of a Director requires a two-thirds vote of the members of the Board.

Section 6. Directors' Meetings. The State Board of Directors shall hold at least six regular meetings during each fiscal year at any place within the state of California designated at any time by resolution of the Board or by written consent of all members of the Board. Notice of the time and place of all meetings shall be delivered personally or sent to each director by mail or other form of written communication, addressed as shown in the records of the Association at least 72 hours prior to the meeting. Special meetings for any purpose may be called by the President, or if the President is absent, unable or refuses to act, by the Vice President, or by any two directors.

Section 7. Action without Meeting. The transactions of any meeting of the State Board of Directors not properly called or noticed as specified in Section 6 of this Article, shall be valid if a majority be present and if, either before or after the meeting, each of the directors not present signs a written approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. Meeting by Electronic Conference. Members of the Board may participate in a meeting through the use of conference telephone or similar electronic means so long as all members participating in such meeting can simultaneously hear one another and participate at will.

Section 9. Quorum. A quorum of six (6) State Board Directors shall be necessary for the transaction of business. Every decision made by a majority of directors present at a duly-called meeting in which a quorum is present shall be regarded as an act of the State Board of Directors.

Section 10. Remuneration. The State Board of Directors of the Association shall receive no remuneration for the performance of their duties. Nothing herein contained, however, shall be construed to preclude any director from serving the Association in some other capacity which is demanded by the needs of the Association and receiving compensation.

Section 11. Travel Expenses. The necessary travel and hotel expenses of the directors to official meetings shall be paid from the State Association funds, subject to approval of the State Board of Directors.

Section 12. Conflicts of Interest. According to the California Corporations Code, section number 7111, the property of this corporation is irrevocably dedicated to charitable and educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member of this corporation, or to the benefit of any private individual.

Section 13. Self-Dealing Transactions. The State Board of Directors may approve a self-dealing transaction by a vote of the majority of the directors provided that a quorum is present, only if the Board determines

that the transaction is in the best interest of and is fair and reasonable to this corporation, and if, after reasonable investigation under the circumstances, determines that this corporation could not have obtained a more advantageous arrangement.

Section 14. Certified Annual Audit. The State Board of Directors shall cause a certified annual audit, performed by a certified public accountant, to be made of the finances of the Association at the close of each fiscal year, each fiscal year being designated as extending from August 1 of each year through July 31 of the succeeding year.

ARTICLE V. NOMINATIONS AND ELECTIONS.

Section 1. Nominations. A Nominating Committee of five Active Teacher members shall be appointed by the State Board of Directors and announced at the Annual Meeting in even numbered years. The chair of the Nominating Committee shall be a member of the same section of the state as defined in Article IV, Section 1, as the current First Vice President. The branches may send nominations to the chair of the committee. Nominations submitted by the branches shall list the qualifications of the proposed candidates in compliance with Article IV. Qualified members may petition to be on the ballot by submitting 100 signatures of members in good standing and a letter of recommendation from their branch board to an officer of the State Board of Directors. Recommendations for nominations must reach the Nominating Committee Chair by October 31. The ballot shall not include more than one name from any individual branch. The nominating committee shall prepare a slate of candidates for each office, in conformity with Article IV, Section 1, no later than January 7 in each election year.

Section 2. Elections. The election of the State Board of Directors shall be carried out as follows: A printed ballot, affixed with corporate seal, shall be mailed by March 20 to each Active Teacher member whose dues are current. Members receiving ballots shall check one name for each office as desired, and shall return the ballot in a sealed, numbered envelope prepared for that purpose. Ballots shall be tallied by a professional auditor appointed by the State Board of Directors, the return envelopes so directed to said auditor postmarked no later than April 20. The auditor's report shall be received and announced by May 1. The candidate for each office who receives the largest number of votes shall be declared elected.

Section 3. Installation of Officers and Directors. The State Board of Directors elected as provided in Section 2 of this Article shall be installed at the Annual State Convention of the Association following the election. They shall assume office on August 1 and serve for a term of two years or until their successors are elected.

ARTICLE VI. OFFICERS

Section 1. Officers. The officers of this Association shall be President, First Vice President, Second Vice President, Treasurer, Recording Secretary and Membership Secretary, who shall comprise six of the nine directors described in Article IV. They shall be elected to office as provided in Article V, Section 2.

Section 2. Terms of Office. No officer shall be elected to the same term of office for two consecutive terms. Exception may be made for the office of Treasurer and Membership Secretary, who may be re-elected for one additional term.

Section 3. President. The President shall be the principal officer of the Association and shall, subject to the control of the State Board of Directors have general supervision, direction and control of the business, activities, and officers of the Association. The President shall preside at all meetings of the members and at all meetings of the State Board. With the advice and consent of the State Board of Directors, the President shall have the power to appoint all committees, shall be ex-officio member of all Standing Committees, except the Nominating Committee, and shall have the general powers and duties usually vested in the office of president

of a corporation together with such other powers and duties as may be prescribed by the State Board of Directors, or the Bylaws.

Section 4. Vice-Presidents. In the absence or disability of the President, the Vice Presidents, in order of their rank, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such duties as from time to time may be prescribed by the State Board of Directors, or by the Bylaws.

Section 5. Treasurer.

(a)The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(b)The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the State Board of Directors and shall render to the Board, whenever said Board shall request, an account of all transactions as Treasurer and of the financial condition of the Association.

(c)The Treasurer shall have such other powers and perform such other duties as may be prescribed by the State Board of Directors.

Section 6. Recording Secretary.

(a)The Recording Secretary shall keep, or cause to be kept, a book of minutes at the principal office, or at such other place as the State Board of Directors may direct, of all meetings of directors and members.

(b)The Recording Secretary shall give, or cause to be given, notice of all meetings of the members and of the State Board of Directors required by the Bylaws or by law, and shall have such other powers and perform such other duties as may be prescribed by the State Board of Directors or Bylaws.

Section 7. Membership Secretary. The Membership Secretary is responsible for the supervision of the Membership Program of the MTAC.

Section 8. Retiring Officers. Retiring officers shall, within thirty (30) days of leaving office, transfer all records, books, funds and other pertinent material of said office to their successor.

Section 9. Indemnification. To the fullest extent permitted by law, this organization shall indemnify the members of the Board of Directors, employees, and other persons described in California Corporations Code, Section 7237, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in California Corporations Code, Section 7237.

Section 10. Insurance. The State Board of Directors shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, employees, members of the State Board of Directors and other agents, against any liability asserted against or incurred by any officer, employee, or agent in such capacity or arising out of the officer's, member's, employee's, or agent's status as such.

ARTICLE VII. ANNUAL MEETING

Section 1. The Annual Business Meeting. The Annual Business Meeting of the Members of the Association shall be held at the State Convention.

Section 2. Representation. Each branch shall have representation at the Annual Meeting of the Association by the official delegates, one delegate for each 25 (or fraction thereof) Active Teacher members whose dues are current. Voting at the business meeting shall be by delegate vote only. Any other Active Teacher member whose dues are current may have a voice in the discussions of the Association.

Section 3. Quorum. Those delegates present at any properly called meeting shall constitute a quorum for the transaction of all business, provided at least 30 branches are present.

ARTICLE VIII. FEES AND DUES

Section 1. Application Fees. Each new applicant shall pay a non-refundable State Association application fee, Student members excepted until they apply for Active Teacher membership.

Section 2. Dues.

(a)The State Board of Directors shall set the amount of dues to be paid for all categories of membership, and the amount of all other fees. Changes in the amount of membership dues must be approved by a two-thirds vote of the entire Board of Directors.

(b)Each member shall pay both State Association and Branch dues annually to the State Office.

(c)Membership dues are due upon receipt of invoice and must be postmarked no later than July 31st in order to have membership listed in the State Directory. Membership dues not postmarked by July 31st result in forfeiture of membership.

(d)Dues advanced by an applicant for membership shall be returned immediately if the application is denied.

Section 3. Exceptions.

(a) An Active Teacher member upon reaching the age of 70 and upon a one-time application to the State Board of Directors, may thereafter be allowed to pay half the normal State Association dues, maintaining all rights of Active Teacher membership.

(b) Dues will be waived for a member who has reached age 80, and has been an Active Teacher member in good standing for at least ten (10) years.

(c) Dues will be waived for life for State Presidents of this organization upon completion of their term of office.

Section 4. Resignations. To resign in good standing, all fees and dues owed to both the branch and state must be paid.

ARTICLE IX. BRANCHES

Section 1. Branch Names. Where there is one branch in a county, the branch shall be designated by the name of the county in which it is located. Where there are two or more branches in the same county, the more recently formed branches shall be designated by names indicative of the areas in which the branches are located.

Section 2. New Branches. A new branch may be formed when five or more qualified music teachers petition the State Board of Directors to establish a new branch. Branch jurisdiction shall be determined by the State Board of Directors.

Section 3. Collegiate Branches. Affiliated Collegiate Branches may be formed when five or more students pursuing Bachelor, Master or Doctorate degrees in music on an accredited California campus petition the State Board of Directors to establish a Collegiate Branch.

Section 4. Charter. Upon completion of organization of a new branch and after approval by the State Board of Directors, a charter shall be granted to the branch. All persons joining the new branch before the charter is granted shall be charter members.

Section 5. Bylaws. Bylaws of branches and amendments of Bylaws of branches shall be in conformity with the State Bylaws and must be submitted to the State Board of Directors for approval before they may become operative. When a State Bylaw amendment or revision affects branch Bylaws, or produces a lack of conformity with the branch Bylaws, the branch Bylaws shall be revised as needed and submitted to the State Board of Directors for approval.

Section 6. Liability. Branches have no authority to incur any indebtedness or contract any obligations, which might be construed or could be considered a liability of the State Association. This statement shall appear in branch Bylaws.

Section 7. Financial Reports. Branches shall have the same fiscal year

as the State Association, from August 1 through July 31, and shall send financial reports to the State Office on official forms on or before August 15 of each year.

Section 8. Branch Indemnification. Each branch shall include the following statement in its Bylaws: The branch shall defend and indemnify the Music Teachers' Association of California and its officers, directors, agents, and employees and save them harmless from and against any and all liability, damages, costs, or expenses, including attorneys' fees, arising from any act, omission or negligence by the branch, or its officers, directors, employees or agents, arising from any claim of any nature whatsoever.

Section 9. Permissions.

(a) Branches may use the name of the Music Teachers' Association of California on their stationery or promotional literature as long as they designate the branch name also and do not hold the branch out as an agent or representative of the entire state organization.

(b) The Branch or State Membership mailing list, in any form, may only be used for music-related purposes.

ARTICLE X. CONVENTIONS

Section 1. The Annual Convention. There shall be an Annual State Convention of the Association held between June 1 and August 31, the time and place to be determined by the State Board of Directors, except that the location shall alternate between the places north and south of the dividing line as defined in Article IV, Section 1.

Section 2. Fees and Expenses. The State Board of Directors shall determine all registration and other fees and shall be solely responsible for the organization and conduct of the Convention.

Section 3. Advertising. No exclusive rights shall be given to advertise any musical instruments or publications in or on any official report, circular or program published or authorized to be published by the Association.

Section 4. Limitations on Advertising. No person, whether a member of the Association or not, shall be allowed to advertise in any manner within the rooms used by the Association at the convention, any publication, composition, or invention of any sort whether by free distribution, by circulars, or orally, unless a room is especially set apart for this purpose under the control of the State Board of Directors.

ARTICLE XI. COMMITTEES.

Section 1. Administrative Committee. There shall be a standing Administrative Committee consisting of the President, First Vice President, and Treasurer, whose duties shall include matters of legislation, personnel, benevolence and any other duties as prescribed by the State Board of Directors. All business transacted shall be reported to the State Board of Directors at its next meeting.

Section 2. Finance Committee. There shall be a standing Finance Committee consisting of the First Vice President, the Treasurer and one other board member. The committee shall meet periodically and shall prepare a yearly budget estimating all State Association income and expenditures and submit same to the State Board of Directors for approval at its final meeting before the beginning of the new fiscal year. This committee shall review all financial matters pertaining to the organization subject to approval of the State Board of Directors. All business transacted by the Finance Committee shall be reported to the State Board of Directors at its next meeting.

Section 3. Other Special Committees. The President, with the approval of the State Board of Directors, shall establish committees to meet the needs of the Association.

Section 4. Duties of the Committees shall be prescribed by the State Board of Directors. Any expenditure necessary in the performance of duties shall be approved by the State Board of Directors as well as the

granting of certificates of accomplishment and awards.

Section 5. All rules and regulations governing the activities of these projects shall be subject to the approval of the State Board of Directors.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order, Newly Revised shall govern the branches and the State Association in all cases where they apply and where they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XIII. DISSOLUTION

In the event of dissolution of this Association, the net assets remaining after the discharge of all obligations shall be transferred to a non-profit corporation organized under the laws of the State of California to be chosen by the State Board of Directors of this Association at the time of such dissolution.

ARTICLE XIV. AMENDMENT OF BYLAWS

Section 1. Initiation Of Amendment. An amendment to these Bylaws may be initiated in two ways:

(a) **By Branches.** Proposed amendments to these Bylaws which have been approved by a majority vote of four or more branches shall be submitted in writing to the State Board of Directors by February 28th of any year. The State Board of Directors shall submit the discussion at the following convention. Following such discussion, the State Board of Directors shall submit the amendment for a vote as provided in Section 2 of this article.

(b) **By Directors.** Proposed amendments to these Bylaws may be made by the State Board of Directors, and shall be submitted to the vote as provided in Section 2 of this article.

Section 2. Implementation of Amendment. An amendment to these Bylaws may be implemented in two ways

(a) **Vote by Mail.** A ballot shall be mailed to each Active Teacher member whose dues are current following the procedures in Article V, Section 2 of these Bylaws. The exact wording of the text of any proposed amendment shall be mailed to every Active Teacher member at least sixty (60) days prior to mailing the ballots. If approved by two-thirds of those members voting, such amendments shall become effective immediately following count of the votes cast. If, in the unanimous opinion of the State Board of Directors, an emergency situation exists, a ballot, other than the March ballot, specified in Article V, Section 2 may be issued to all Active Teacher members in good standing provided that such members have been notified in writing of such amendments at least 60 days prior to the issuance of the special ballot.

(b) **Vote by Delegate.** A two-thirds vote will be required to adopt amendments, as initiated in Section 1 of this Article, by delegates attending the Annual Meeting, provided that the provisions of Article VII are followed, and provided that all Active Teacher members are notified in writing of such amendments by mail at least sixty (60) days prior to the Annual Meeting. If approved, such amendments shall become effective immediately, following the delegate vote.