

**West Virginia Music Educators Association, Inc.**  
**Constitution and By-Laws**

*Effective March 6, 2010*

**Constitution**

**Article I - Name**

The name of this organization shall be the West Virginia Music Educators Association, Inc.

**Article II – Purpose**

The purpose shall be the advancement of Music in West Virginia.

**Article III – Affiliation**

This organization shall function as the State affiliate of MENC-The National Association for Music Educators and the Southern Division.

**Article IV – Non-Profit Status**

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Article V – Membership**

**Section 1. Active Membership** – Any person actively engaged in Music Education in West Virginia may become an active member of this association upon payment of the prescribed dues. Only active and retired members whose dues are fully paid shall have the privilege of voting and holding office.

**Section 2. Retired Membership** – Any person retired from active engagement in music education and residing in West Virginia may become a retired member of the association upon payment of the prescribed dues. Retired members whose dues are fully paid shall have the privilege of voting and holding office. Retired members may not serve as a chair of any of the WVMEA performing groups.

**Section 3. Life Membership** – Life membership shall be open to individuals who are eligible for active membership and who contribute the specified amount to the MENC Endowment Fund. Life members shall have all the privileges of active membership, as stipulated in Article V, Section 1 of this constitution without further payment of annual dues.

**Section 4. Associate Membership** – Any person not qualified for active membership may become an associate member upon payment of prescribed dues. Associate members may attend meetings and other activities of the association but may not vote or hold office.

**Section 5. Student Membership** – Any member of a student chapter MENC is automatically a member of this association.

**Section 6. Honorary Life Membership**

(A) Retired Music Educators who have taught music in West Virginia for ten or more years and who have participated actively in the WVMEA will be eligible to apply to the Executive Board for Honorary Life Membership. After the Executive Board has established Honorary Life Membership, the member is entitled to membership in the WVMEA without further payment of annual dues but does not provide membership in the MENC.

(B) Honorary Life Membership shall be conferred upon individuals in recognition of distinguished service to music education only by vote of the membership. Eligibility for Honorary Life Membership is open to both members and non-members of the WVMEA. The Executive Board must approve nominations for Honorary Life Membership before being presented to the membership at a business meeting. Honorary Life Members shall have all rights and privileges of active membership, except the right to vote and hold office is denied non-members so honored, without further payment of WVMEA annual dues.

## **Article VI – Government**

**Section 1. State officers** - The officers of this association, elected by the membership, shall consist of:

- President
- Past President
- President Elect
- Executive Secretary/Treasurer

**Section 2. Executive Board** – The Executive Board shall consist of the officers in Article VI, Section 1 and the President or Chair of each of the music divisions:

(A) Bandmasters, Vocal, Orchestra, Society for General Music, West Virginia Collegiate Music Educators Association, Collegiate Advisor, Solo and Ensemble, Research, Music in our Schools Month, Children’s Chorus, Historian, Retired Membership, Advocacy, Public Relations and other divisions that may be created by the Executive Board.

Non-voting ex-officio members are:

(B) The State Coordinator of Fine Arts, The Editor of “Notes-A-Tempo”, President of the West Virginia division of the American Choral Directors Association, Chairman of the Annual State Music Conference, Society for Music Teacher Education Representative, and the West Virginia American String Teachers Association.

**Section 3. Council of Past Presidents** – The past presidents of the WVMEA shall serve as the advisory body to the Executive Board and to the membership. They shall act as the resolutions committee, shall have the right to recommend educational policies, and shall assume such other duties as may be assigned by the executive board.

**Section 4. Earnings and Activities Guidelines (IRS)** – A transaction in which the association is a party and in which a voting member of the West Virginia Music Educators Association Board, or a spouse or child of a voting member of the board, has a material interest is deemed to be a conflict of interest or self dealing. The association shall not engage in any such transaction unless the board determines in advance, after reasonable investigation, that it is fair and reasonable, that it is in the best interest of the association, and that the association could not, with reasonable effort, have obtained a more advantageous arrangement. Such determination may be made by a majority of a quorum of voting board members having no material interest in the transaction. The association shall not make a loan of money or property to, or guarantee an obligation of a board member (voting or non-voting), or any such related person, except that money may be advanced to a board member for reimbursable expenses reasonably expected to be incurred in the performance of the board member’s duties.

## **Article VII – Elections**

**Section 1. Nominating Committee** – A nominating committee, one of whom shall be designated as chair, will be appointed by the executive board by July 1 preceding the election. The nominating committee report, naming two nominees for the office of President Elect, shall be forwarded to the President by December 1 preceding the election. The President will be responsible for presenting appropriate information about each nominee to the editor of “Notes-A-Tempo” and for providing a report for the nominating committee to the membership at the association’s annual business meeting preceding the beginning of the terms of office.

**Section 2. Dates** – Ballots shall be mailed within two weeks after the annual meeting to be returned within a four week period as designated on the ballot. The Executive Secretary shall be responsible for the preparation and mailing of the ballots.

**Section 3. Mail Ballot** – Elections shall be by mail ballot sent to active and retired members in good standing. A simple majority of votes cast shall be necessary for election.

**Section 4. Election Committee** – An election committee consisting of three members shall be appointed by the executive board to prepare and mail the ballots and to tabulate the votes. The report of the election committee shall be made available to the President within three weeks after the voting deadline. The President shall be responsible for announcing the results of the election and for presenting the election results to the editor of “Notes-A-Tempo.”

## **Article VIII – Meetings**

**Section 1. Annual Meetings** – The annual meeting of this association shall be held at such time and place as may be determined by the executive board.

**Section 2. Special Meetings** – Special meetings of the association shall be called by the President with the approval of the executive board. Notification of a special meeting must be mailed to the eligible voting members at least two weeks in advance of the meeting.

**Section 3. Executive Board Meeting** – The executive board shall meet at the time of the annual meeting, or at the call of the President, or upon the joint request of not less than one-third of the voting members of the executive board.

**Section 4. Quorum** – A quorum for the transaction of business at a meeting of the association shall consist of not less than one-twentieth of the active members. A quorum for the transaction of business at a meeting of the executive board shall consist of not less than one-third of the voting members.

## **Article IX – Amendments**

This constitution may be altered or amended by an approving vote of two-thirds of the members who legally vote on the amendment in accordance with the stipulation of the By-Laws, provided, however, that in any case sixty days notice of such contemplated amendment or alteration shall be given by mail or otherwise to all members of record who are eligible to vote. Amendments to this constitution may be initiated by the executive board, or by a petition signed by twenty percent of the membership.

## **Article X – Funds**

**Section 1. Dues** – Any change in the annual dues shall be recommended by the executive board and voted upon by the membership at the annual meeting.

**Section 2. Spending of Funds** – The executive board shall control the disbursing of all funds of the association. All checks shall be signed by the Secretary-Treasurer and countersigned by the President.

## **BY-LAWS**

### **Article I – Duties of State Officers**

**Section 1. President** – The President shall preside at all meetings of the association and of the executive board, and shall:

- Uphold the Constitution, By-Laws, and standing resolutions,
- Have the authority to call special meetings of the association or the executive board.
- Exercise a general supervision over the affairs of the association.
- Have the power, with the concurrence of the President elect, Past President and the Secretary/Treasurer, to decide cases of emergency when an immediate decision is necessary.
- Appoint all committees and serve as an ex officio member as needed.
- Represent the association at official national and division meetings
- Countersign all checks.
- Cast a vote in the event of a tie in an executive board meeting.

**Section 2. Past President** - The Past President shall perform all the duties of the President in the event of his/her absence. If the office of President Elect becomes vacant, and the Past President is unavailable; the executive board shall elect another Past President to the office.

**Section 3. President Elect** – The President Elect shall promote and sustain the membership each year by soliciting membership renewals and canvassing the field of new eligible membership. If the office of the President and Past President both become vacant, the President Elect shall automatically become the President. Shall serve as President until the end of the biennial period and throughout the biennium for which he was duly elected. In the event the office of President Elect becomes vacant, the executive board will appoint a nominating committee and provide for an election at the next annual meeting in accordance with the election procedures prescribed in Article VII of this constitution.

**Section 4. Executive Secretary/Treasurer** – The Executive Secretary/Treasurer, elected by the executive board at the summer meeting of the odd numbered year, shall be responsible for the correspondence of the association and shall:

- Keep a true record of the meetings of the association and of the executive board.
- Make disbursements only by checks countersigned by the President upon warrants approved by the executive board.
- Keep an itemized account of all receipts and disbursements.
- Prepare a comprehensive audit report for the annual meetings, and shall prepare a financial statement at any time upon the request of the resident of the executive board.
- Submit all funds, books, cancelled checks, receipts, documents and records in their complete form, and all correspondence to his/her successor at the expiration of his/her term of office.
- The Executive Secretary/Treasurer shall receive an annual honorarium commensurate with the duties of his office, and shall be bonded by an established bonding company, both of these amounts to be determined annually by the executive board.

**Section 5. Executive Board** – The Executive Board shall administer the business and educational affairs of the association and have responsibility for:

- Its general policies and program of activities.
- Filling vacancies in State Offices by temporary appointment pending regular elections.
- Selecting the members of the State Nominating Committee.
- Business management and operation of the association and for the management and control of the funds thereof.
- Fixing the time and place of the meetings and conferences and cooperate with the President, in planning the details of such meetings.
- Approving the appointment of the Executive Secretary/Treasurer as prescribed in Article I, Section 4 of the By-Laws of this Constitution, and determining the amount of the annual honorarium and bond for the Executive Secretary/Treasurer.
- Providing annually for complete auditing of the accounts of the association.

- Electing an editor or editors for association publications, and have full supervision and control of the acts of such person or persons in the performance of editorial duties.
- Supervising and directing the publication of proceedings, bulletins, committee reports, and all other official publications
- Serving as the unifying body to coordinate the professional and educational program of its component divisions as listed in Article VI, Section II of the Constitution.

## **Article II – Publications**

**Section 1. “Notes-A-Tempo”** – “Notes-A-Tempo” shall be the official publication of the association.

**Section 2. Editor** – The Editor of “Notes-A-Tempo” shall be appointed by the President with the approval of the executive board at the annual summer meeting. The Editor shall be bonded by an established bonding company in the amount determined by the executive board.

**Section 3. “Notes-A-Tempo” Funds** – The Editor shall maintain a separate account for the funds of “Notes-A-Tempo.” The Editor shall prepare a financial report for all executive board meetings. A comprehensive account of all income and expenditures shall be maintained and be available to the President, or executive board upon request.

**Section 4. Editorial Policy** – The editorial policy of “Notes-A-Tempo” is the final responsibility of the executive board as authorized in Article I, Section 5 of the By-Laws.

**Section 5. Honorarium** – The Editor shall receive an annual honorarium to be determined annually the by the executive board. An expense account, subject to the approval of the executive board, for personal expenses involved in the publication and official duties may be established by the editor.

### **Article III – Limitation of Responsibility of Officers**

The authority and responsibility for the management and for the maintenance of the good will and credit of the association is vested in the executive board. But is especially understood that neither the board nor any member thereof, nor any salaried officer, nor any member of the association shall be required to accept personal financial responsibility for duly authorized bills or obligations, or for suits or litigation which may develop from authorized activities of the organization carried on in good faith and in pursuit of the objectives, purpose, and activities prescribed or authorized by the constitution or By-Laws.

### **Article IV – Disposition of Assets In Case Of Dissolution (IRS)**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **Article V – Terms of Office**

**State and Division Officers** – Terms of office for the President, Past President, President Elect, and the Executive Secretary/Treasurer and the officers of the Divisions shall be for two years, beginning on June 1 of the odd numbered year following their election. The Collegiate Music Educators' officers shall serve a one year term beginning on the date of the annual WVMEA Conference.

### **Article VI – Re-Election of Officers**

**Re-Election of State Officers** – State officers, except for the Executive Secretary/Treasurer, may not be re-elected to succeed themselves, but may be returned to the same office after a period of one or more terms has elapsed. The Executive Secretary/Treasurer may hold successive terms of office if re-elected by the executive board as provided in Article 6, Section 1 of the Constitution.

### **Article VII – Committees**

Special committees shall serve during the term of the administration in which they are appointed, or for such period as may be determined by the responsible administrative officers. Committees dealing with specific educational projects shall base their general plan of action on policies adopted and approved by the executive board.

**Article VIII – Fiscal and Administrative Year**

The fiscal and administrative year shall be from July 1 to June 30, or such other periods as may be determined by the executive board.

**Article IX – Membership Year**

The annual period for which payment of membership dues shall be applied shall coincide with that of MENC.

**Article X – Rules of Order**

Robert’s Rules of Order Revised shall govern all business meetings of the association.

**Article XI – Amendments**

The By-Laws may be amended in the same manner as that provided in Article IX of the Constitution.