

**INDIANA MUSIC TEACHERS ASSOCIATION, INC.**

**BYLAWS**

Adopted July 11, 1961

Revised 1970, 1986, 1987, 1988, 1989, 1990, 1992, 1993, 1995, 1997, 1998, 1999, 2000, 2006, 2010, 2011, 2015

**ARTICLE I - NAME**

The name of this corporation shall be Indiana Music Teachers Association, Inc., hereafter referred to as IMTA or the Association, and is affiliated with Music Teachers National Association, Inc. (MTNA), Cincinnati, Ohio, a Code Section 501(c)(3) corporation.

**ARTICLE II - PURPOSE**

**Section 1. PURPOSE**

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

- a. To conduct programs and activities to build a vital musical culture and an enlightened musical public for the benefit and the general welfare of all persons;
- b. To ensure that every student shall have access to a balanced, comprehensive, and high-quality program of music instruction;
- c. To improve the quality of teaching, research, performance, and scholarship in music;
- d. To promote the involvement of persons of all ages in learning music;
- e. To foster the utilization of the most effective techniques and resources in music instruction; and,
- f. To facilitate the education of music teachers.

**Section 2. CORPORATE EARNINGS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

**Section 3. DISSOLUTION**

In the event of the dissolution of this corporation, any funds remaining in the treasury after the payment of any outstanding debts will be contributed, as determined by this corporation's Board of Directors, to an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE III - MEMBERSHIP**

### **Section 1. MEMBERSHIP CLASSIFICATIONS**

- a. Membership classifications, privileges, and responsibilities shall be prescribed by, and be consistent with, the membership classifications provided in the Bylaws of MTNA.
- b. Within these Association Bylaws, "Active" member is defined as any and all membership classifications with voting rights, as specified in the MTNA Bylaws.

### **Section 2. MEMBERSHIP YEAR**

The membership year for all membership classifications shall be consistent with the membership year determined by MTNA.

### **Section 3. MTNA MEMBERSHIP**

All members of this Association must also hold membership in MTNA.

### **Section 4. ANNUAL STATE DUES**

- a. Annual state dues for all classifications of membership shall be due as determined by the Association's Board of Directors. The Board of Directors shall establish the dues amount and make available the dues information annually.
- b. Dues are delinquent sixty days beyond the first day of the membership year, after which time members are not in good standing or entitled to any of the privileges of membership until dues are paid for the current membership year.
- c. Dues are non-refundable.

### **Section 5. RESIGNATIONS**

A member in good standing may resign from the Association by submitting a letter of resignation to the President. Dues are non-refundable.

### **Section 6. REINSTATEMENT**

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

### **Section 7. TERMINATION OF MEMBERSHIP**

Membership in the Association is a privilege and not a right. Termination of membership for non-payment of dues within the time prescribed in Section 4 of Article III is automatic and not subject to the procedures stated herein. Other than for non-payment of dues, the Board of Directors, by a two-thirds vote, may terminate a membership if the Board determines that termination is in the best interest of the Association or the purposes of the Association as stated in Article II of the Bylaws. The Board of Directors shall only consider and vote upon the proposed termination of a membership after the member has been advised of the alleged reason for termination and been provided an opportunity to present information to the Board of Directors on his or her behalf. If membership is terminated, the individual may appeal for reconsideration of that decision to the Board of Directors. The Board of Directors will determine whether to uphold the membership termination by a majority vote. In the event of a membership termination, a dues refund will not be given.

## **ARTICLE IV - MEETINGS OF THE ASSOCIATION**

### **Section 1. CONFERENCE**

The conference of the Association will be held at such time and place as determined by the Board of Directors.

### **Section 2. ANNUAL BUSINESS MEETING**

a. The annual business meeting will be held at such time and place as determined by the Board of Directors. This meeting is open to all members. Notice of this meeting shall be given at least thirty days prior to the appointed time.

b. In order to transact business, a quorum consisting of ten Active members, in good standing, plus three elected Officers, at least one of them being the President or President Elect, must be present.

### **Section 3. SPECIAL MEETINGS**

Special meetings of the Association may be called, with a minimum of thirty days advance notice, by the President upon the request of a majority of the Board of Directors or upon petition by one-quarter of all Active members in good standing in the Association.

## **ARTICLE V - AFFILIATED ASSOCIATIONS**

### **Section 1. LOCAL ASSOCIATIONS**

a. FORMATION. IMTA members may form a local association in any part of Indiana, provided that there is not already a local association in that locality. The IMTA Board of Directors may define the boundaries between local associations at its discretion. No local association will be formed, dissolved, split into two or more local associations, or enlarged by merger with another local association or associations, without the approval of the IMTA Board of Directors and of each local association involved.

b. OFFICERS AND BYLAWS. The members of such local associations will have the power to elect officers as may be necessary to carry on the local business and to make Bylaws for the work of the respective local associations. However, such local associations will make no Bylaws inconsistent with the Bylaws of IMTA.

c. PRESIDENT. The President of each local association shall be a member of the IMTA Board of Directors, shall attend Board of Directors meetings, shall report on the activities of his or her association, and shall represent the interests of his or her association regarding IMTA business.

d. AFFILIATION. In referring to its affiliation, each local association shall use the phrase "Affiliated with Indiana Music Teachers Association and Music Teachers National Association." This specified phrase shall be included in the Bylaws, publications, and programs of all affiliated local associations.

e. RENEWAL. Annual renewal of a local association is automatic unless the affiliate has formally notified the IMTA Board of Directors that it wishes to discontinue affiliation. It is the responsibility of the affiliate to certify that all governing documents are in compliance with MTNA and IMTA documents, to maintain all requirements if covered under the MTNA 501(c)(3) group exemption, and to carry out the various programs of MTNA and IMTA.

f. DISSOLUTION. In the event of the dissolution of a local association, any funds remaining in the treasury after the payment of any outstanding debts will be contributed, as determined by this local association's officers, to an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

## **Section 2. COLLEGIATE CHAPTERS**

- a. **FORMATION.** Collegiate chapters may be formed at higher education institutions in the state of Indiana. Collegiate chapters must be in compliance with their institution's governing rules for campus organizations.
- b. **OFFICERS AND BYLAWS.** The members of such collegiate chapters will have the power to elect officers as may be necessary to carry on collegiate chapter business, and to make Bylaws for the work of the respective collegiate chapter. However, such collegiate chapters will make no Bylaws inconsistent with the Bylaws of IMTA.
- c. **PRESIDENT.** The President of each collegiate chapter shall be a non-voting member of the IMTA Board of Directors, shall attend Board of Directors meetings, shall report on the activities of his or her collegiate chapter, and shall represent the interests of his or her collegiate chapter regarding IMTA business.
- d. **AFFILIATION.** In referring to its affiliation, each collegiate chapter shall use the phrase "Affiliated with Indiana Music Teachers Association and Music Teachers National Association." This specified phrase shall be included in the Bylaws, publication, and programs of all affiliated collegiate chapters.
- e. **RENEWAL.** Annual renewal of a collegiate chapter is automatic unless the collegiate chapter has formally notified the IMTA Board of Directors that it wishes to discontinue affiliation. It is the responsibility of the affiliate to certify that all governing documents are in compliance with MTNA and IMTA documents.
- f. **DISSOLUTION.** In the event of the dissolution of a collegiate chapter, any funds remaining in the treasury after the payment of any outstanding debts will be contributed, as determined by this collegiate chapter's officers, to an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE VI - OFFICERS**

### **Section 1. OFFICERS AND DUTIES**

- a. The elected officers of the Association shall be a President, President Elect, Immediate Past President, Recording Secretary, Executive Secretary-Treasurer, and such Vice Presidents as are necessary for the effective operation of the Association as determined by the Board of Directors.
- b. The **President** shall be the principal elected officer of the Association and shall preside at all meetings of the Association and Board of Directors. The President appoints, with approval of the Board of Directors, all members of the Board of Directors other than the elected officers, the local association presidents and collegiate chapter presidents. The President shall recommend committees as may be required by the Bylaws or as he or she may deem beneficial to the Association, to be approved by the Board of Directors. The President shall serve as an *ex officio* member of all committees except the Nominating Committee and any disciplinary committees. The President shall perform such other duties implied by his or her title and applicable to the office as prescribed by the parliamentary authority adopted by the Association.
- c. The **President Elect** shall assume all duties of the President in the absence of that officer or if the office of the President shall become vacant. He or she may perform other duties applicable to the office as assigned by the President and Board of Directors and prescribed by the parliamentary authority adopted by the Association.
- d. The **Vice President(s)** shall perform duties applicable to their office as requested by the President and Board of Directors, and prescribed by the parliamentary authority adopted by the Association. If the President Elect is unable to preside in the absence of the President, then a Vice President, selected by the Board of Directors, shall preside in the absence of that

officer. The Board of Directors shall determine the number, titles, and duties of Vice Presidents to be elected.

e. The **Recording Secretary** shall oversee the proper recording of all meeting proceedings of the Association and Board of Directors.

f. The **Executive Secretary-Treasurer** shall be responsible for overseeing, in cooperation with the President, all financial affairs of the Association. The Executive Secretary-Treasurer shall provide periodic financial reports to the Board of Directors, and perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association. He or she shall have the legal authority to sign documents on behalf of the Association, as authorized by the Board of Directors.

g. The **Immediate Past President** shall serve as an advisor to the President, chair the Nominating Committee, and perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

## **Section 2. TERMS OF OFFICE**

The President, President Elect, Vice President(s), Recording Secretary and Executive-Secretary Treasurer shall hold office for a term of two years. No person may hold the office of President, Vice President, or Recording Secretary for more than two consecutive terms in the same office until after being out of office for at least one term. The Executive Secretary-Treasurer may be re-elected as Executive Secretary-Treasurer for any number of consecutive or non-consecutive terms. No officer may hold a national, division or elected state office concurrently except the Immediate Past President.

## **Section 3. SUCCESSION**

An officer's term commences after the adjournment of the annual business meeting of the Association at which the election occurs. The termination of office for all retiring officers coincides with the above. The President will continue to serve until his or her successor assumes office. The President Elect, upon completion of his or her term of office, shall automatically become President of the Association.

## **Section 4. VACANCIES AND REMOVAL**

a. A vacancy in the office of President shall be filled for the unexpired term by the President Elect, who will then serve his or her term as President upon completion of the unexpired term.

b. A vacancy in any elected office, except that of President, shall be filled for the unexpired term by a plurality vote by ballot of the general membership. Voting by ballot shall be conducted by mail or electronic ballot. Ballots and necessary supporting information shall be provided at least thirty (30) days prior to the close of voting to all members who are eligible to vote. Should said vacancy occur without sufficient time to hold an election, the President, with the approval of the Board of Directors, shall appoint a person to complete the unexpired term. A President Elect selected in this manner cannot assume the office of President unless elected to the office in the same manner as the other officers.

c. Any officer, whether elected or appointed, shall cease to hold office upon termination of membership, or may be removed from office by two-thirds vote by ballot of the general membership. Such action will be taken when it appears evident that an officer has been or is unable to serve or is otherwise disqualified. Voting by ballot shall be conducted by mail or electronic ballot. Ballots and necessary supporting information shall be provided at least thirty (30) days prior to the close of voting to all members who are eligible to vote. Should said vacancy occur without sufficient time to hold an election, the President, with the approval of the Board of Directors, shall appoint a person to complete the unexpired term.

## **ARTICLE VII - ELECTION OF OFFICERS**

### **Section 1. ELECTION**

Election of officers will take place at the annual business meeting of the Association. The officers must be elected by a majority vote of the members present and voting.

### **Section 2. NOMINATING COMMITTEE**

The President will appoint a Nominating Committee at least two months prior to the annual business meeting of the Association. The Nominating Committee is chaired by the Immediate Past President. The Nominating Committee will consist of no fewer than three members in good standing of the Association.

### **Section 3. SLATE OF NOMINEES**

The Nominating Committee will nominate one candidate for each office to be filled and will present these candidates to the Board of Directors for approval prior to the annual business meeting of the Association. Additional nominations may be made from the floor at the annual business meeting of the Association.

## **ARTICLE VIII – BOARD OF DIRECTORS and TRUSTEES**

### **Section 1. GOVERNANCE**

The governance of the Association shall be vested in the Board of Directors, which shall be composed of the President, President Elect, Vice President(s), Recording Secretary, Executive Secretary-Treasurer, Immediate Past President, and chairpersons and members as determined by the Board of Directors.

### **Section 2. AUTHORITY**

In addition to the powers and authority expressly conferred upon it in these Bylaws, the Board of Directors shall have the right, responsibility, and authority to exercise all such powers and perform such acts as may be exercised or done by the Association subject to the Statutes of the State of Indiana, provisions of the Articles of Incorporation, and the Bylaws of the Association. The original Articles of Incorporation for the Association are on file with the state of Indiana. A copy will be maintained by the Association's Executive Secretary-Treasurer.

### **Section 3. DUTIES**

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

### **Section 4. MEETINGS**

Regular meetings of the Board of Directors will be held at such time and place as the Board may prescribe. Special meetings of the Board of Directors may be called by the President or upon the joint request of no fewer than three members of the Board of Directors.

**Section 5. QUORUM**

In order to transact business, a quorum consisting of seven voting members of the Board of Directors, at least one of them being the President or President Elect, must be present.

**Section 6. NO COMPENSATION**

Members of the Board of Directors shall not receive any compensation for their services as Directors but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses.

**Section 7. TRUSTEES**

- a. The Trustees shall consist of three Past Presidents of the Association or other former officers as appointed by the Board of Directors. The chair of the Trustees shall be elected by the Trustees and shall serve as a non-voting member of the Board of Directors.
- b. The Trustees shall serve in an advisory role to the Association, providing insight and perspective on Association business and policies.
- c. The Trustees shall oversee and manage any Association business that creates a conflict of interest for the Board of Directors, and other areas as determined by the Board of Directors.

**Section 8. INDEMNIFICATION and LIMITATION OF LIABILITY**

Any person who is or was made or threatened to be made a party to any legal proceeding by reason of the fact that he or she is or was an officer, board member, trustee or employee of the Association, or is or was serving at the request of the Association as an officer, board member, trustee or employee of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association to the maximum extent authorized by the Indiana Nonprofit Corporation Act of 1991, as amended.

**ARTICLE IX - FINANCE**

**Section 1. FISCAL YEAR**

The Association shall operate under a fiscal year consistent with the MTNA fiscal year.

**Section 2. ADMINISTRATIVE COMMITTEE**

- a. The Administrative Committee shall consist of the President, President Elect, Vice President(s), Recording Secretary, Executive Secretary-Treasurer, Immediate Past President, chair of the Board of Trustees, and a member of the Association appointed at the discretion of the President.
- b. The Administrative Committee shall propose the annual budget and submit it to the Board of Directors for approval. It may approve additional expenditures over budget, not to exceed 10% of the budget allocation for that area.
- c. The Administrative Committee shall coordinate the Board's financial responsibilities and serve in an advisory capacity to the Board of Directors regarding major expenditures, policy concerns, and other areas as determined by the Board of Directors.

**Section 3. FINANCIAL DISCLOSURE**

The Association will provide financial information as required by law.

## **ARTICLE X - COMMITTEES**

The President, subject to the approval of the Board of Directors, shall appoint such standing and *ad hoc* committees and chairpersons as may be required by the Bylaws, or as he or she may deem beneficial to the Association. The President shall be a member *ex officio* of all committees except the Nominating Committee and any disciplinary committees.

## **ARTICLE XI - OTHER MEETINGS**

### **Section 1. OTHER MEETINGS**

Unless otherwise provided for in these Bylaws, the provisions set forth below govern the meetings of the Board of Directors and the committees that are provided for or created under these Bylaws.

### **Section 2. NOTICE**

Notice of the place, if any, and the date and time of each meeting shall be given to each member either by mail or by means of authorized communication equipment at least two days before the meeting. The notice need not specify the purpose of the meeting.

### **Section 3. PARTICIPATION**

Members of the Board of Directors who are not physically present at a meeting of the Board of Directors or members who are not physically present at a committee meeting may attend the meeting by the use of authorized communication equipment that enables the member an opportunity to participate in the meeting, including an opportunity to read, hear, or see the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with the persons who are physically present at the meeting. Any member who uses authorized communication equipment is deemed to be present in person at the meeting whether the meeting is held at a designated place or solely by means of authorized communication equipment. The Board of Directors may adopt procedures and guidelines for the use of authorized communication equipment in connection with a meeting of the Board of Directors or committee to permit verification that a person is a voting member and to maintain a record of any vote or other actions taken at the meeting.

### **Section 4. ACTION WITHOUT A MEETING**

Any action that may be authorized or taken at a meeting of the Board of Directors or a committee, as the case may be, may be authorized or taken without a meeting by the affirmative vote or approval of all of the directors, or all of the committee members, as the case may be, who would be entitled to notice of the meeting for that purpose. Any such writing shall be filed with and entered upon the minutes of the Board of Directors or the committee, as the case may be. Any transmission by authorized communication equipment that contains an affirmative vote or approval of a voting member is deemed to be a signed writing for purposes of this section. The date on which the transmission by authorized communication equipment is sent is the date upon which the writing is signed.

### **Section 5. VOTING**

The Board of Directors or a committee may act by the affirmative vote of a majority of its members physically present at a meeting or participating by means of authorized communication equipment.



## **ARTICLE XII - PUBLICATION OF BYLAWS**

The Bylaws shall be made available to the membership annually.

## **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

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

## **ARTICLE XIV - AMENDMENTS**

### **Section 1. AMENDMENTS**

All amendments must be consistent with Article II, Section 1 of the Bylaws.

### **Section 2. PROPOSAL AND APPROVAL OF AMENDMENTS**

a. Amendments may be proposed by the Board of Directors or upon petition by two percent of the Active members. Any proposed amendment must be submitted to the Board of Directors for its consideration and recommendation prior to presentation at the annual business meeting of the Association.

b. These Bylaws may be amended at any business meeting of the Association by a two-thirds vote of the Active members present and voting, the proposed amendment having been submitted to the Active members at least thirty (30) days in advance of the meeting.

c. These Bylaws may also be amended via mail or electronic ballot by a two-thirds vote of Active members provided that the proposed amendment(s) and ballot is submitted to the members at least thirty (30) days in advance of the required return date. The date for the return of the completed ballots must be clearly stated on the ballot. Amendments may be proposed by the Board of Directors or upon petition by two percent of the Active members. Any proposed amendment must be submitted to the Board of Directors for its consideration and recommendation prior to submission to the Active members.