

# **DELAWARE MUSIC EDUCATORS ASSOCIATION**

## **CONSTITUTION and BYLAWS**

(Revised, 1996), (Revised, 1999), (Revised 2005), (Revised 2008)

### **Article I—Name**

The name of the organization shall be the Delaware Music Educators Association; hereafter may be designated as DMEA or Association.

### **Article II—Affiliation**

The Delaware Music Educators Association shall be affiliated with MENC, The National Association for Music Education and shall function as an integral part of that organization in accordance with the provisions of Bylaw II, Section 2, and Bylaw VI, Sections 1 and 2 of the MENC, The National Association for Music Education's Constitution and Bylaws.

### **Article III—Purpose**

DMEA is guided by the Strategic Plan and with a Mission that states: The Mission of the Delaware Music Educators Association is to support the growth of the arts through music education professionals by offering resources for educators and opportunities for our students. The following specific goals and objectives are considered primary to our organization:

- ❑ To expand professional development opportunities that broaden the scope of educators' experiences and assist with recertification efforts;
- ❑ To work with the state, districts, local schools and TRI-M/CMENC chapters to attract and retain the highest qualified music educators available;
- ❑ To aid members throughout the state in developing and implementing standards based curricula that are sequential and developmentally appropriate;
- ❑ To ensure that our students receive a comprehensive music education through the efforts of our membership;
- ❑ To foster relationships with individuals and organizations who support an education that includes music education for every child;
- ❑ To promote music education and its benefits, DMEA members must advocate music education in its many forms and contexts; and
- ❑ To continually reevaluate the structure of the association so that the organization is aligned with the needs and desires of its membership.

#### **Article IV—Membership**

Membership in the Association may be divided into such classifications for annual membership dues or for such other purpose as the Bylaws may prescribe or as the Executive Board may from time to time designate. The conditions, terms, privileges, rights and duties of membership shall be stated or provided for in the Bylaws of the Association.

#### **Article V—Government**

The Executive Board, with the direction of Board of Directors, shall be the legal representative of the Association and as such shall have, hold, and administer all the property, funds, and affairs of the Association. Provisions for the regulation of the internal affairs of the Association shall be provided for in the Bylaws of the Association.

#### **Article VI—Election**

The manner of the election or appointment of the members of the Executive Board and Board of Directors shall be provided for by the Bylaws of the Association:

#### **Article VII—Disposition of Assets in Case of Dissolution**

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

#### **Article VIII—Amendments**

This Constitution and following Bylaws may be altered or amended by an approving vote of two-thirds of those members present at a regularly scheduled meeting of the Board of Directors. Proposed amendments to this Constitution may be initiated by the Executive Board, Board of Directors, or by a petition signed by five percent of the membership of the Association. Suggested changes to the Constitution/Bylaws must be brought to the attention of the Board of Directors. These suggested changes must be presented at a Board of Directors meeting for a first reading. An approving vote shall be taken after that reading. If the vote indicates that the changes are agreed to after the first reading, the proposed change shall be re-presented at the next Board of Directors meeting. Another approving vote shall be taken after the second reading; if passed, the change will be written into the Constitution/Bylaws as a part of the official document.

## DMEA Bylaws

### Bylaw I—Membership and Dues

The following sections regarding membership in the Association are contingent upon payment of state and national dues. The Executive Board shall set the amount of the annual dues for all categories of the membership of the Association.

**Section 1—Active Membership:** Active Membership shall be open to any and all persons in the state of Delaware who are engaged in music education or other music related educational work. Active membership conveys all rights and privileges of MENC: The National Association for Music Education and the Delaware Music Educators Association; including the rights to attend any or all meetings, participate in all activities, to vote, and to hold office in either organization, and to receive copies of the *Music Educators Journal*, *Teaching Music* and the *DMEA Notes* for the year in which the dues are paid.

**Section 2—Introductory Membership:** New members to DMEA shall be accorded the same rights and privileges as Active Members, with the exception that new members shall not have the right to hold office within the Association. After a full calendar year plus one day of contiguous membership in the Association, “new member” status will be dropped and such new members shall enjoy all membership rights and privileges, including the ability to hold office.

**Section 3—Collegiate Membership:** Collegiate Membership shall be open to all students of music education at the college level and who are not employed as teachers. Collegiate members shall be entitled to all rights and privileges of Active Membership except the right to vote or hold office. Representatives from each of the CMENC chapters of our State institutions of higher education will be welcomed at the Board of Directors meetings of DMEA.

**Section 4—Retired Membership:** Retired Membership shall be open to former music educators who have retired from teaching or other music-related educational work and who have been members of MENC for at least ten consecutive years prior to seeking retired membership status. This membership conveys the rights of attendance at any and all meetings of MENC: The National Association for Music Education and Delaware Music Educators Association during the year for which dues are paid, including the right to vote, hold office, and serve as a chairperson on committees.

**Section 5—Associate Membership:** Associate Membership shall be open to any individual or firms allied with the profession of music education and desiring to contribute to the furtherance and support of the educational activities of the Delaware Music Educators Association. Such individuals or firms may be admitted to Associate Membership upon payment of state prescribed dues. Persons, schools and music merchants holding Associate Membership shall be entitled to all rights and privileges of active membership except voting, holding office or affecting matters concerning all-state ensembles.

## **Bylaw II—Government**

**Section 1—Authority:** Authority for the management, policies and actions for the Association is vested in the Executive Board with the advice of the Board of Directors. The Board of Directors and individual members may make recommendations to the Executive Board regarding management, policies, and practices. The Executive Board is responsible for the day-to-day operations of DMEA in accordance with the Strategic Plan as developed and approved by the Board of Directors.

**Section 2—Officers and Executive Board:** The Elected officers of the Delaware Music Educators Association shall be President, President-Elect and Past-President. An elected individual shall hold no more than one executive office at a time. Additional appointed officers who shall serve at the discretion of the Executive Board shall include: Secretary, Treasurer, Editor, Professional Development Coordinator and All-State Coordinator. Members of the Board of Directors, while appointed by the President, serve at the discretion of the Executive Board. Appointments to Board of Directors positions must be ratified by a simple majority of the Executive Board prior to their assumption of office and duties. The above-mentioned elected and appointed members collectively shall constitute the Executive Board of DMEA.

**Section 3—Board of Directors:** The Board of Directors of DMEA shall be comprised of the members of the Executive Board, all standing committee chairpersons, and representatives of the Arts community as designated by the President. All members of the Board of Directors must be members of DMEA/MENC.

**Section 4—Election:** If the number of registered candidates merits that an election is to be held, elections for the position of President-Elect will take place at or around the beginning of every even-numbered calendar year. The Secretary of the Association shall mail ballots to the membership, collect returned ballots, tally the results and shall report such to the Board of Directors at their April meeting.

**Section 4.1—Appointment:** In the event there is only one person running for the office of President-Elect, the Board of Directors, at their January meeting, may opt to forego the formal election process and instead shall appoint a President-Elect. Such an appointment shall carry the full force and effect as a formal election.

**Section 5—Succession and Terms of Officers:** The position of the Delaware Music Educators Association President is a six-year commitment: two years to be served as President-Elect, two years as President and two years as Past President. The new President-Elect will take office on July 1 of the calendar year in which elections are held, at which point the current President-Elect shall succeed to the Presidency and the current President shall become the Past-President.

**Section 6—Limitation of Responsibility of the Officers:** The authority and responsibility for the management and maintenance of the good will and credit of the Association is vested in the Executive Board. Furthermore, it is expressly understood that neither the Board, nor any member thereof, nor any staff member, nor any member of the Association shall be required to accept personal financial responsibility for duly authorized bills or obligations, nor for any and all litigations that may develop from authorized activities of the

organization carried on in good faith and in pursuit of the objective, purposes and activities as may be prescribed or authorized by the Constitution and Bylaws of the Association.

### **Bylaw III—Internal Affairs**

**Section 1—Board of Director Meetings:** Meetings of the Board of Directors shall be held three times per calendar year, in January, April and October. As a normal practice of the meetings, the Board of Directors shall have authority to decide on the priorities of the organization; give direction to the President and Executive Board; hear reports from the various chairs; provide input and opinions that will guide the organization in the implementation and direction of the Strategic Plan and conduct other business pertinent to the continued operation of the organization and to its mission.

**Section 1.1—Executive Session:** Items and topics that may arise at Board of Directors meetings which are deemed to be critical or sensitive in nature and that may merit action or the rendering of opinion by the Executive Board may be deferred to a private hearing by the Executive Board. In such Executive Session, the Executive Board may call for testimony any individual or groups of individuals as are appropriate. Outcomes, if any, of Executive Sessions shall not be required to be recorded in the minutes of the Board of Directors nor shall they be made available to any individual or groups of individuals, including the Board of Directors and the Association membership, unless a consensus of the Executive Board concedes to such by majority of the Executive Board members present in the Executive Session. In the event that an Executive Session will impact on immediate or future changes in Association policies, terms or conditions, such changes will be made to the Association in accordance with amendment or implementation provisions so stated within this document.

**Section 1.2—Full Board Meeting:** Membership in the Association confers with it the right to attend any and all scheduled Board of Directors meetings. Board of Directors meetings may also be attended by non-member guests of the Association, with prior invitation and/or approval by the President.

**Section 2—Executive Board Meetings:** Executive Board Meetings will be held as needed to conduct the day-to-day business of the organization as well as to conduct other matters as may be deemed critical to the advancement and mission of the Association. The President shall make every reasonable attempt at scheduling such meetings on a consistent basis and shall so notify the Executive Board members. Unscheduled or “emergency” Executive Board meetings may be called by the President as situations may so merit. All reasonable attempts to notify Executive Board members of such unscheduled meetings shall be made by the President.

**Section 2.1—Executive Board Action:** Substantive issues that may arise at Executive Board meetings that impact immediate or future changes in Association policies, terms, conditions or unusual financial expenditures shall be deemed as “actionable” by the quorum of the Executive Board which shall be comprised of at least four members of the Executive Board of which two must be elected officers.

**Section 2.2—Executive Board Fiscal Responsibilities:** The Executive Board will make all financial decisions for the Delaware Music Educators Association.

**Section 2.3—Executive Board Expense Reimbursement:** When Executive Board Members are representing the state at State, National or Eastern Division meetings their appropriate expenses shall be reimbursed by DMEA. Expense reimbursement will be decided yearly on the recommendation of the Executive Board. Such expenses shall not be unreasonably withheld.

**Section 3—Committees:** Other committees or sub-committees will meet as needed to complete their responsibilities throughout the year. Committee chairpersons will report to the Executive Board and/or the Board of Directors as is deemed appropriate.

**Section 4—Policy:** Written positions, rules and policies that do not appear in this document but may appear elsewhere (such as in the Strategic Plan, Association handbooks, or online publications) are to be considered official policy of the Association that carry the full force of enforcement as guided by the provisions of this document.

**Section 5—Authority and Changes to Policy:** Authority for the management, policies and actions for the Association is vested in the Executive Board. Notwithstanding the provisions in this document that provide for changes in the Association’s Constitution and Bylaws, the Executive Board, the Board of Directors and individual members may make recommendations to the Executive Board regarding management, policies and actions. Should this occur, either or both Boards from time to time may be asked to vote on substantive new initiatives and to direct changes to the organization. Impending decisions or actions that reasonably can be viewed as having a significant effect or impact on the usual day-to-day operations or policies of the Association may require further study, review and consultation. This shall be accorded to the Executive Board with all due consideration and initiative, to wit: Wherever and whenever possible and appropriate, the Executive Board will consult with and seek the advice of any and all parties, individuals or groups who may be affected by new Executive Board decisions, published opinions and/or actions. Such consultation shall be without limitation and may include any or all of the Board of Directors, the Association membership, outside counsel, national association (MENC) officials, or anyone else deemed necessary. The Association shall bear any and all expenses that it may incur in the pursuit of this consultation. Subsequent policy changes, after majority approval of the entire Executive Board or, if the Executive Board so desires, after the majority approval of the Board of Directors or of the entire Association membership, shall become official policy of the Association at the time so designated for it to commence.

**Section 6—Rules of Order:** *Roberts Rules of Order Newly Revised* shall govern all Board of Directors and Executive Board business meetings of the Association.

**Section 7 – Removal from Office:** A board member shall take office on July 1st and shall serve until resignation of his or her position. The President, with Executive Board approval, may appoint a member to finish the term or to assume the office. All Executive Board and Full Board members are subject to removal from office. A member of the Board of Directors (non-Executive Board member) shall be subject to removal from office with just cause at any time by a two-thirds (2/3) affirmative vote of the Executive Board (all members must participate in the vote). An Officer (President, Secretary, Treasurer, Editor, Professional Development Coordinator or All-State Coordinator) shall be subject to removal from office with just cause at any time by a two-thirds (2/3) affirmative vote of the Board of Directors (all members must participate in the vote). This vote will be conducted by the Past President. A replacement shall be appointed by the President with Executive Board

approval to finish the term or to assume the office. In the event of the removal of a sitting President under conditions where there is no current sitting President-Elect, a special election shall occur as soon after the removal as possible, adhering to the above-stated rules (Bylaw II, Sections 4 and 4.1). The Executive Board shall govern as a committee until the election of a successor is completed. Affected parties shall be granted a hearing before the Executive Board and the Board of Directors upon written request.

#### **Bylaw IV—Responsibilities of the Executive Board Members**

The duties of the Executive Board members are as follows:

##### **Section 1—President:**

- ❑ As presiding officer of the Executive Board, the DMEA President is responsible for the leadership of the Association.
- ❑ Shall preside at all meetings of the Delaware Music Educators Association and of the Board of Directors.
- ❑ Be an ex officio member of all of DMEA's standing committees. Co-sign all written contracts and obligations of the organization, except for negotiable instruments.
- ❑ Shall fill the appointed positions on the Board of Directors according to Article V of the Constitution and Article III of the By-Laws.
- ❑ Shall present an annual report of the activities of the Delaware Music Educators Association during the preceding year at the National Council or Eastern Division and the National Assembly meetings. Such report shall become part of the permanent MENC and DMEA records.

##### **Section 2—President-Elect:**

- ❑ Shall represent the Association along with the President at all DMEA State, Regional/Eastern Division and National meetings that are associated with the interests of the Delaware Music Educators Association and MENC;
- ❑ Shall be an ex officio member of all standing DMEA committees, with rights to attend all meetings at the state, regional and national levels;
- ❑ Shall assist the President and Past President where and when needed;
- ❑ Shall stand in for the President as needed in the event the President is unavailable to perform his/her duties. In the prolonged absence of the President, the President-Elect shall assume duties of the President;
- ❑ Shall assume the duties of the President should the President be unable to complete his/her responsibilities or resign the presidency. If this event should happen a new President-Elect will be elected. The term of office shall remain the same for the new President, i.e. the President-Elect will officially become President upon the resignation of the current President. He/she subsequently will serve the term for which the resigned President was elected. The new President-Elect will complete the term of the President-Elect and then the normal term for the elected position;
- ❑ Along with the President, shall sign all written contracts and obligations of the Delaware Music Educators Association except negotiable instruments; and
- ❑ Shall serve as chairperson of the Board of Director's nominating committee.

### **Section 3—Past President:**

- ❑ Shall serve the Association as an advisor and mentor to the President, President-elect, Board of Directors, and Executive Board for the duration of the Elected position; and
- ❑ May attend, as an Association's representative at DMEA State, Regional/Eastern Division and National meetings that are associated with the interests of the Delaware Music Educators Association and MENC if invited by the President.

### **Section 4—Secretary:**

- ❑ Shall keep the minutes of all meetings of the Delaware Music Educators Association's Board of Directors and those of its Executive Board;
- ❑ Shall distribute copies of the minutes from previous meetings at Board of Director and Executive Board meetings and shall submit copies of these to the Editor for printing in the *DMEA Notes*;
- ❑ Shall have custody of all the official papers other than the Treasurer's records,
- ❑ Shall keep a book in which the Constitution and Bylaws are written. When an amendment is made to any of these, it shall immediately be entered therein;
- ❑ Shall issue notices of regular meetings and shall conduct the general correspondence of the organization, at the direction of the President;
- ❑ Shall garner ballots, tabulate and notify the membership as to the results of elections; and
- ❑ Shall gather all nominations for the annual award nominations from the membership.

### **Section 5—Treasurer:**

- ❑ Shall collect and have custody of all funds of the organization, and shall keep an account thereof;
- ❑ Shall pay all bills incurred by the organization as authorized by the Executive Board;
- ❑ Shall initiate and/or maintain all contracts, policies or agreements for the Association with the knowledge and written approval, where necessary, of the President and President Elect;
- ❑ Shall render to the organization at each Board of Directors and Executive Board meeting a statement of the receipts and expenditures from any and all of the funds of the organization; and
- ❑ Shall have the finances of the Association audited yearly by an outside source and the results of the audit shall be published in the *DMEA Notes*.

## **Section 6—Editor:**

- ❑ Shall prepare, compile and edit the DMEA Operations Manual and the DMEA Notes and mail them to the members of the Association on or about the listed publication dates;
- ❑ Shall prepare and file all forms necessary to continue bulk-mailing privileges with the U.S. Postal Service;
- ❑ Shall keep an accurate and current database of DMEA members and their associated place of employment or affiliation;
- ❑ Shall prepare and mail notifications, ballots, or other important membership information at the direction of the President
- ❑ Shall create a program jacket for use by All-State Events, tickets for the events, and will work with the All-State Coordinator and Executive Board to prepare the All-State Program;
- ❑ Shall serve as the historian for the Association keeping electronic copies of the minutes of meetings, DMEA *Notes*, All-State programs, procedures, and evaluations and other significant written/musical achieves that may be searched in the future to provide information about the past.

## **Section 7—Professional Development Coordinator:**

- ❑ Shall represent the professional development committee at Board of Director and Executive Board meetings;
- ❑ Will promote professional development for the Delaware Music Educators Association and will enlist the necessary help from its membership to carry out the designated professional development activities as developed by the Board of Directors and Executive Board;
- ❑ These activities should include but are not limited to:
  - Development and implementation of the State Professional Development Day;
  - Specialized day long or afternoon sessions of training and professional development;
  - Work in conjunction with our State institutions of higher education on projects and special events that may involve the articulation of DMEA with the local CMENC chapters; and
  - Provide direction for other special professional development activities as necessary.

## **Section 8—All-State Coordinator:**

- ❑ Shall represent the all-state committees at all Board of Director and Executive Board meetings;
- ❑ Shall hold an all-state meeting each year that will include representatives from each of the all-state organizations. The purpose of this meeting shall be to review the all-state procedures of the current year and to make recommendations for the coming year. These recommendations will be forwarded to the Executive Board for review. Upon approval of the Executive Board, the rules and procedures will be published in the September issue of the DMEA *Notes*;
- ❑ Shall facilitate and coordinate the locations for auditions, and performances;
- ❑ Shall gather the necessary information for the all-state program;

- ❑ Shall approve the recommended conductors for each of the all-state groups;
- ❑ Shall resolve all differences that may arise from the music professionals, students, parents, or schools;
- ❑ Shall provide clarification of the rules and regulations to all parties;
- ❑ Shall supervise the all-state activities and performances; and
- ❑ Shall recommend chairpersons for each all-state committee and provide direction for the committees as needed.

