CONSTITUTION AND BY-LAWS

CALIFORNIA MUSIC EDUCATORS ASSOCIATION

ARTICLE I. NAME

The name of this organization is the California Music Educators Association (herein "CMEA"). The organization is a nonprofit California Corporation organized under California law and federal law as an Internal Revenue Code Section 501 (c) (6) corporation, exempt from state and federal taxes. CMEA is a federated unit of the National Association for Music Education (herein "NAfME) and will cooperate with state and federal agencies and educational organizations in matters relating to music education. CMEA'S Constitution and Bylaws must be consistent with NAfME's; in the event of a conflict NAfME's provisions will be observed.

ARTICLE II. OFFICES

The principal office of the corporation is located in Hanford, Kings County, California. The Board of Directors will select the location for the principal office and may change that location from time to time. The Board of Directors may establish branch offices at any place where the corporation is qualified to do business, consistent with its purpose.

ARTICLE III. CORPORATE PURPOSES AND OBJECTIVES

This corporation exists solely to promote the advancement of music education in the schools of California by means of mutual cooperation and activities throughout the state. CMEA's principal purposes include the following: (a) advocate to ensure that every student shall have access in school to a balanced, comprehensive, and high-quality program of music instruction that is sequential and standards-based; (b) 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; (c) to improve the quality of teaching, research, 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 effective pre-service and in-service preparation of music teachers.

ARTICLE IV. MEMBERS

Section 1. Membership for Music Educators. Membership is open to all music educators working in public and private schools, colleges, and universities in California. Membership is contingent on the payment of annual dues and shall run for one year from the month NAfME receives the dues.

Section 2. Classes of Members. Membership shall consist of four classes: active, retired, collegiate, and patron.

- Active Membership- Active membership is open to individuals engaged in music teaching or other music-related educational work. Each active member has the right to vote and hold office and receives a subscription to *Music Educators Journal*, *Teaching Music,* and *The CMEA Magazine*. All active members hold concurrent membership in NAfME. Introductory and life members are also considered active members and have the same privileges. Introductory membership is offered at a reduced rate for one year and is open to individuals who have been Collegiate members during the preceding fiscal year. Life membership is 3,000% of the current national dues.
- Collegiate Membership- Collegiate membership is open to music students at the college or university level who are no employed full-time as teachers. Collegiate members have the same privileges as active members except the right to hold elective office.
- Retired Membership- Retired Membership is open to former music educators who have retired from teaching or other music-related educational work. Retired members have the same privileges as active members except the right to hold elective office.
- Corporate Membership- Corporate Membership is open to companies that supply music education products and services. Member benefits may include discounts on exhibits at NAfME/CMEA events, discounts on advertising in NAfME/CMEA journals, company listing on the NAfME/CMEA Web site and one issue of an NAfME/CMEA journal, the opportunity to sponsor NAfME electronic communications, such as the weekly member news update, and a subscription to *Music Educators Journal*, *Teaching Music,* and *The CMEA Magazine.*

- Life Membership- Life Membership shall be open to persons who are eligible for active membership. Life members shall have the same privileges as active members. Each life member shall receive a subscription to those NAfME/CMEA periodicals and other communication services deemed appropriate by the NAfME National and CMEA Executive Boards. Each life member shall hold concurrent membership in his or her respective federated state association of NAfME. Life membership is 3,000% of the current national dues. Call NAfME Member Services to join.

Section 3. Membership Dues. The Board of Directors by a majority vote shall fix the annual amount of dues for each class of membership, and the amount of such CMEA or state dues shall be in addition to the NAfME membership dues. The CMEA Executive Board shall apportion the dues in a manner appropriate for the proper operation of CMEA.

ARTICLE V. GOVERNANCE

Section 1. Board of Directors. The Board of Directors shall consist of the State Executive Officers (herein "Executive Board"), which include President, President-Elect, Vice-President, Secretary and Immediate Past President~~)~~; the President of each section of CMEA; and, the Executive Administrator, Editor/Business Manager of CMEA Magazine, and CMEA Lobbyist, all of whom shall be ex-officio, non-voting members of the Board of Directors. The Board of Directors shall administer the affairs of CMEA together with the management and control of its funds, adopt an annual budget, fill vacancies by temporary appointments pending regular elections, employ personnel as needed to carry out the work of CMEA in an efficient and productive manner, have jurisdiction in all matters pertaining to the geographical divisions or sections of CMEA, and with the concurrence of the Board of Directors of the sections affected, may authorize the combining, dividing or redistricting of sections for the purpose of improving the benefits to members.

Section 2. Board of Directors Authority. Any action that would require approval by the members under California or federal law will require only the approval of the Board of Directors. All rights that vest in the members vest in the Board of Directors.

Section 3. Executive Board. The Executive Board shall consist of the State Executive Board listed in Section 1, as well as the Executive Administrator who shall be an ex-officio, non-voting member. The Executive Board shall conduct the business of CMEA in compliance with the policies and procedures established by the Board of Directors and Bylaws.

Section 4. State Council. The State Council includes the Executive Board listed in Section 1, the Board of Directors, and the Council of Representatives. The State Council shall meet as requested by the Executive Board, serve as an advisory body to the Board of Directors, and shall vote to recommend action to be taken by the Board of Directors.

Section 5. Terms of Office. The term of office for members of the Board of Directors and the Council of Representatives shall be two years or until their successors take office. Successors shall take office at the first Board of Directors meeting after June 30 following their election or appointment, except for Executive Board members, who take office at the first Executive Board meeting after the California All-State Music Education Conference.

Section 6. Service without Compensation. Directors, officers, and members of the Council of Representatives shall serve without compensation but may be reimbursed for out-of-pocket expenses incurred on behalf of the corporation and its operations by the Board of Directors upon submittal of proper evidence of the expenditure.

Section 7. Council of Past Presidents. The Council of Past Presidents will consist of all living past CMEA presidents who are CMEA members, and who wish to participate. Terms will be indefinite. The chairperson of the council will be the CMEA Immediate Past President. If the Immediate Past President resigns, or chooses not to serve, the CMEA President will appoint a new chairperson from among the active council members. The Council of Past Presidents will work to ensure the highest quality of CMEA's future leadership. The Council of Past Presidents will provide a forum for CMEA's past presidents to stay involved with CMEA and to improve the utilization of the expertise of the Past Presidents.

ARTICLE VI. ELECTIONS

Section 1. Nominations. The Nominating Committee shall consist of the Section Presidents and be chaired by the Immediate Past President. This committee shall meet at the January Board of Directors meeting in odd numbered years to begin the process of identifying potential candidates. The Nominating Committee will submit a list of nominees to the Executive Board at the August Board of Directors meeting. This slate shall include two candidates each for President-Elect, Vice-President, and Secretary. Qualified voting members of CMEA may make additional nominations by sending a petition of nomination signed by at least 25 members for each nominee to the President before August 1 of the odd numbered years.

Section 2. Elections. Elections may be conducted by ballot at the annual California All-State Music Education Conference under the direction of the Board of Directors or online using a secure system approved by the Board of Directors. If a current active or retired member for any reason cannot attend the conference or does not have access to the CMEA website via the internet, they may request a ballot be mailed to them two months prior to the California All-State Music Education Conference of an election year by sending a stamped and self-addressed envelope to the CMEA State Office. Requested ballots must be received at the CMEA State Office by February 1 of an election year. In the event of no annual state conference being held in an election year, the Board of Directors shall determine the election procedure. Biographies, pictures and candidate statements will be posted on the CMEA Website by January 15 of an election year and appear in the winter issue of the CMEA Magazine.

Section 3. Assumption of Office. Those officers elected will assume office at the Executive Board meeting immediately following the California All-State Music Education Conference.

Section 4. Mid-Term Vacancies. In the event an officer or director must vacate their office within the two-year term, the Executive Board by a majority vote may appoint a successor to complete the un-expired term, except that an elected President-Elect shall not succeed to the presidency without a vote of the membership.

Section 5. Removal of Officer or Director. The Board of Directors may remove an officer or director at any time, for cause. Any director may request a removal of a director only at a regular meeting of the Board of Directors. The Secretary must record the request and grounds in the minutes. Before a vote is taken on removal, the director in jeopardy of removal shall have an opportunity to be heard at a meeting of the Board of Directors or allowed to submit a written statement in lieu of appearing at the meeting.

Section 6. Resignation of Officer or Director. Any director may resign by giving written notice to the president, the secretary or the Board of Directors, and will be effective upon delivery of the notice, unless the notice specifies a later time. No director may resign if the resignation would leave the corporation without a duly elected director or directors in charge of its affairs.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. President. The President shall be the executive head of CMEA and shall preside at meetings of the Executive Board, Board of Directors, and the State Council. The President appoints members to the Council of Representatives. The President shall have the power to appoint committees not otherwise provided for in these Bylaws. The President creates and implements initiatives and activities based upon the CMEA Strategic Plan, facilitates the updating of the CMEA Strategic Plan as necessary, and updates and revises the Board Manual annually.

Section 2. President-Elect. The President Elect shall assume the duties of the President in case of the disability or absence of the President. Upon completion of the term for which they are elected, the President-Elect becomes President. After serving as President, they become Immediate Past President and undertakes other duties as assigned by the Executive Board.

Section 3. Vice-President. The Vice-President shall assume the duties of the President-Elect in case of the disability or absence of the President-Elect, serve as editor of the CMEA Magazine, act as liaison between the CMEA Magazine and the Executive Board, and undertake other duties as assigned by the Executive Board.

Section 4. Secretary. The Secretary shall keep all records of CMEA, record the minutes of all meetings of the Board of Directors, the Executive Board, and the

State Council, transact all necessary communication, serve as chair of the Awards Committee, and undertake other duties as designated by the Executive Board.

Section 5. Immediate Past President. The Immediate Past President shall serve as a member of the Executive Board, Board of Directors, and State Council. He/she shall chair the Nominating Committee and Constitution & Bylaws and Revision Committee in the second year, serve as parliamentarian, and undertake other duties as designated by the Executive Board.

Section 6. Executive Administrator. The Executive Administrator shall be appointed by the Board of Directors and serve at their pleasure. As a non-voting member of the Board of Directors, the Executive Administrator shall attend all meetings of the Board of Directors, Executive Board, and State Council, receive all money due CMEA and deposit it in a commercial bank account or accounts as directed by the Board of Directors, and disburse funds only as officially approved and countersigned by the President. The Executive Administrator shall receive annual fiscal reports from the sections and may recommend periodic financial reviews of the section financial records and shall be responsible for filing with the Internal Revenue Service, the Secretary State, and California Attorney General in a timely manner all required reports and forms.

ARTICLE VIII. MEETINGS

Section 1. Board of Directors Meetings. The Board of Directors shall meet in regular session at least two times each year or at the call of the President or upon the joint request of not less than four members of the Board of Directors. A majority of the total number of Board of Directors members currently serving and being present shall constitute a quorum for the transaction of business. A majority of directors present at any meeting with a quorum will be sufficient to transact any business of the corporation, unless a greater percentage is required for approval of a matter by the Articles of Incorporation, these Bylaws, or a provision of state or federal law. If a quorum is initially present at a meeting, directors may continue to transact business after some directors have left, if any action taken is approved by a majority of the quorum required for the meeting.

Section 2. Proxy Voting Prohibited. Proxy voting by any voting member of a board of directors is prohibited in California. Attendance by telephone is permitted so long as all members can hear one another clearly.

Section 3. Emergency and Virtual Meetings. Emergency voting by e-mail, mail, or by telephone is not illegal so long as the vote is unanimous and a written record of each vote is recorded and retained. Confirmation or ratification at the next official meeting of the Board is recommended.

Section 4. Executive Board. The Executive Board shall meet in regular session at least two times each year or may be called by the President to take care of CMEA business between the times of the regularly scheduled Board of Directors meetings.

Section 5. Association Meetings. At the time and place of the California All-State Music Education Conference, an annual meeting of the Association (also called the CMEA General Session) shall be held for the conducting of elections and other business of CMEA. Additional meetings, conference, or other appropriate activities may be held as determined by the Board of Directors. Business may be transacted at any meeting provided that notice of such meeting is given to all active members of record at least one week before the meeting is to take place.

Section 4. Rules for Meetings. Roberts Rules of Order Revised shall be followed in all business meetings of CMEA in order to provide for due process, fairness, and participation of members of the Association. The quorum requirements, absence of proxy voting, and procedures for emergency and virtual meetings shall apply to all business meetings of CMEA.

ARTICLE IX. COMMITTEES

The President may create and appoint committees that are advisory only during his/her term for specific purposes and such committees shall serve during the administrative term in which they are appointed. All committees shall work in cooperation with and report to the President and Board of Directors.

ARTICLE X. SECTION ORGANIZATIONS

Section 1. Purpose and number. As part of CMEA's organization, it officially recognizes geographical sections that provide for affiliation of local and specialized organizations within specific geographical areas, including County Music Associations. Presently recognized are the following: (1) Bay, (2) Capitol, (3) Central, (4) Central Coast, (5) North Coast, (6) Northern, (7) Southeastern, (8) Southern Border, and (9) Southwestern.

Section 2. Collaboration with CMEA. Each section and county affiliate will maintain its own independent legal status, as a corporation, its own bylaws, the provisions of which shall not conflict in any way with the CMEA Bylaws. If the section President is unable to serve for any reason, the President-Elect shall represent the section for all purposes with CMEA including voting as a member of the Board of Directors.

Section 3. Section's Annual Fiscal Report. Each Section shall submit an annual fiscal report to the Executive Administrator at the summer Board of Directors meeting, or by August 1st, whichever comes first.

ARTICLE XI. INSURANCE AND INDEMNIFICATION

Section 1. Insurance. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation, including a director, officer, employee, or other agent of the corporation, against any liability other than violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 2. Indemnification. The corporation has the power to indemnify any agent of the corporation as allowed and within the limits imposed by the California Corporation Law.

ARTICLE XII. CORPORATE RECORDS, REPORTS AND REGULATORY FILING WITH THE STATE AND FEDERAL GOVERNMENT

Section 1. Maintenance of Corporate Records. The Secretary of the Corporation will keep or cause to be kept all corporate records, including but not limited to, minutes of all meetings of the Board of Directors, books and records of accounts, including accounts of assets and liabilities, receipts and disbursements, and records of business or commercial transactions, and a copy of the corporation's Articles of Incorporation and Bylaws, as amended from time to time.

Section 2. Reports. The Board of Directors will order that an annual report be prepared and distributed to all directors no later than 120 days after the close of the corporation's fiscal year, whether a financial audit was conducted or not. This report will include a statement of the assets and liabilities of the corporation, the revenue of the corporation, both unrestricted and restricted to a particular purpose for the fiscal year, any indemnification under Article XI, Section 2, extended by the corporation, including the amount and circumstances of any indemnification, and any transactions with interested persons, including the amount of such transactions and the names of the interested persons and their relationship to the corporation.

Section 3. Regulatory Filings with the State and Federal Government. At the annual meeting each year the Executive Administrator will file a report with the Board of Directors detailing the regulatory filings that have been filed with the California Secretary of State, the California Attorney General, and the Internal Revenue Service, and report whether the corporation is in default on any such filings.

ARTICLE XIII. AMENDMENTS TO THESE BYLAWS

The Board of Directors may put these Bylaws before the membership for revision at a duly noticed regular or special meeting, or by electronic communication, but only after notice of the fact that revisions to the Bylaws are being considered that includes notice of the text of any proposed amendments.

ARTICLE XIV. PROHIBITION AGAINST SHARING CORPORATE ASSETS, REVENUES OR PROFITS

Section 1. No Private Benefit. No director, officer, employee, or other person connected with this corporation, or any private individual, may receive at any time any of the assets, funds, revenues, earnings or profits from the operations of this corporation. This provision does not prevent the payment to any person of reasonable compensation for services performed for the corporation in effecting any of its proper purposes, provided that the compensation is otherwise reviewed and authorized by the Board of Directors and permitted by these Bylaws.

Section 2. Distribution of assets on Dissolution. No persons are entitled to share in the distribution of, and will not receive, any of the corporate assets on dissolution of the corporation. On dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation then remaining in the hands of the Board of Directors, after all debts have been satisfied, will be distributed as required by the Articles of Incorporation of this corporation, and not otherwise.

CERTIFICATE OF CORPORATE SECRETARY

I certify that I am the current Secretary of the California Music Educators Association, a California nonprofit corporation, and the above Bylaws, consisting of 11 pages, are the Bylaws of the corporation as adopted by vote of the membership, certified on February 22, 2020.

Dated: February 22, 2020

Sandra Lewis
Secretary of the Corporation