

BYLAWS
OF
UTAH MUSIC EDUCATORS ASSOCIATION

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ARTICLE I

The Corporation

Section 1.01 Name and Organizational Structure

This organization shall be known as the Utah Music Educators Association (hereinafter “UMEA” or the “Association”). UMEA is a nonprofit corporation organized and existing under the Utah Revised Nonprofit Corporation Act in compliance with Title 16, Chapter 6a of the Utah Code Annotated.

Section 1.02 Tax Status and Purposes

In accordance with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the Corporation is organized and shall be operated exclusively for the purposes set forth in the Articles of Incorporation.

ARTICLE II

Directors

Section 2.01 Power and Authority of Directors

All of the authority for the administration of the affairs of UMEA shall reside with the Board of Directors.

Section 2.02 Number of Directors and Positions

The number of Directors and Positions held on the Board of Directors may be established by the Board of Directors from time to time.

The Board of Directors shall be comprised of ten (10) voting members including the following positions: President, President-Elect, Immediate Past-President, and seven Vice-Presidents (one each for Band, Choral, Elementary, Jazz, Orchestra, Junior High/Middle School, and Higher Education). Vice-President-elects, an Executive Director and a Treasurer shall also sit on the Executive Board but will not have voting privileges.

Section 2.03 Election

All Directors shall be voted on by the members of the Association at the Annual Professional Development Conference or during a special election approved by the Board of Directors. The President-Elect, and the Vice-Presidents for Band, Choral, Higher Education, and Junior High/Middle School shall be elected in the odd numbered years. The Vice Presidents for Orchestra, Elementary and Jazz, shall be elected in the even numbered years.

Section 2.04 Terms of Office

The terms of the President, President-elect, and Immediate Past-President shall be for a period of two years and commence on July 1 following the election in odd number years. Terms of Vice-President-elect shall be for a period of one year, commencing on July 1 following the election. Vice-President-elects shall assume the office of Vice-President upon the expiration of their term as Vice-President-elect. The terms of Vice-President shall be for two years. Appointed officers shall serve at the pleasure of the Board of Directors.

Section 2.05 Resignation and Removal

Any Director, by notice in writing to the Board of Directors, may resign at any time. Any Director may be removed from office with or without cause by a two-thirds majority vote of all members of the Board of Directors during a regularly scheduled Board meeting. The President may cast the final vote only if the question of removal shall be decided by his/her vote. A Director accused of professional misconduct may be immediately removed from office by a two-thirds majority vote of all members of the Board of Directors by a procedure chosen by the Executive Director. This action must be ratified during the next regularly scheduled board meeting.

Section 2.06 Vacancies

Vacancies in any Board of Director position may be temporarily filled by Presidential appointment with the approval of the Executive Committee. The Executive Committee may also choose to conduct a special election to fill vacancies.

Section 2.07 Quorum

At least half of the voting members of the Board of Directors must be present to establish a quorum at a Board of Directors meeting.

Section 2.08 Voting

The Board of Directors may establish procedures for voting on resolutions presented at Board of Directors meetings.

Except as otherwise provided in the Articles of Incorporation or these Bylaws, each voting member of the Board of Directors then in office shall have one (1) vote, and the vote of a majority of the Directors present, whether in person, by mail, or by proxy, at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

Section 2.09 Presidential Vote

The President shall only vote in case of a tie on resolutions presented at Board of Directors meetings. When a vote to remove an elected Board Member is presented, the President may vote as stipulated in Section 2.05.

ARTICLE III

Officers

Section 3.01 Appointed Officers and Positions

The appointed officers of this association may consist of an Executive Director, a Treasurer, a Communications Director, a Business Manager, a Membership Chair, a Tri-M Honor Society Chair, an Advocacy Chair, and other appointed officers as needed.

ARTICLE IV

Committees

Section 4.01 Committees

Standing committees shall be established with membership and purpose as stated in Section 4.02. Additionally, the Board of Directors may from time to time create ad hoc committees in accordance with Section 4.03. Members of ad hoc or standing committees may be appointed by the President with the approval of the Board of Directors. The Board of Directors may prescribe or limit the powers and duties of any committee of the Board.

Section 4.02 Standing Committees

A. Executive Committee

To facilitate the operations of the organization, an Executive Committee, consisting of the President, President Elect, and Immediate Past President shall be authorized to make immediate, necessary decisions. Such decisions will be ratified by the Board of Directors at their next meeting.

B. Auxiliary Board Committee

An Auxiliary Board will be established to further the mission of UMEA. The Auxiliary Board may consist of a Communications Director, a State Business Manager, a Membership Chair, a Tri-M Honor Society Chair, an Advocacy Chair and any other chairs or managers as appointed by the President and ratified by the Board of Directors.

C. All State Committee

The All State Committee shall be chaired by a UMEA Member appointed by the UMEA President. Committee membership shall consist of the All-State Chair and respective All-State and Honor ensemble chairs. Specific All-State and Honor ensemble chairs or managers shall be appointed by the respective Vice-Presidents with approval of the Board of Directors. This committee will plan and facilitate the annual UMEA Grand Festival Concert.

D. Awards Committee

The Awards Committee shall be responsible for providing guidelines for selection of Association awards and for all administrative duties pursuant to that selection.

E. Membership Committee

The Membership Committee shall be responsible for recruiting and retaining members in the Association and for ensuring publication of a directory of the membership. The membership chair shall preside over this committee.

F. Nominating Committee

The Board of Directors shall appoint a Nominating Committee at the August meeting of odd-numbered years. The nominating committee shall consist of the President-Elect, who shall act as chair, and selected members of the Board of Directors. Upon approval by the Board of Directors, the committee chair, from time to time, may nominate a member-at-large from the general membership to serve on the nominating committee. The nominating committee shall serve concurrently with the term of the president-elect. The nominating committee shall place the names of two nominees for each vacant office, along with space for write-in nominees, on the ballot.

G. Vice Presidential Committees

Each vice president may appoint members to a vice presidential committee for that area. Members of these committees shall be responsible for matters involving multi-cultural education; honor ensembles (as required); curriculum at the appropriate levels; associated organizations; large group festivals; and other areas as deemed necessary by the vice president. Vice Presidential Committees shall serve concurrently with the term of the respective vice president.

Section 4.03 Ad Hoc Committees

The UMEA President, with Executive Committee approval, may create additional ad hoc committees and appoint committee chairs and members as needed in order to carry out the mission of the Association. Such committees will be dissolved at the conclusion of the appointing president's term of office.

ARTICLE V

Duties

Section 5.01 President

The President is the Chief Executive Officer of UMEA. Duties include:

- A. Presiding at all general sessions of the association and at all meetings of the Board of Directors
- B. Calling and presiding at all special sessions
- C. Extending leadership in planning for sessions
- D. Appointing officers and directors where necessary
- E. Giving direction to the activities of UMEA members throughout the state
- F. Representing UMEA at sessions of Western Division NAFME and at national meetings
- G. Serving as a member of the NAFME Western Division Board
- H. Represent UMEA at meetings of the UHSAA Music Festival Committee
- I. With the approval of the Board of Directors, appointing the Executive Director, Communications Director, Business Manager, Membership Chair, Tri-M Honor Society Chair, Advocacy Chair, and other auxiliary committee chairs as deemed necessary and as required by NAFME.

Section 5.02 President-Elect

The President-Elect shall assist the President, preside at Board of Directors meetings in the absence of the President, assume the office of President at the expiration of term as President-Elect, accept special

assignments, and assume other duties designated by the President and approved by the Board of Directors.

Section 5.03 Immediate Past-President

Upon the completion of a presidential term, the President shall serve as Immediate Past-President. The Immediate Past-President shall advise and assist the President, accept special assignments, and assume other duties designated by the President and approved by the Board of Directors.

Section 5.04 Vice-Presidents

The Vice-Presidents serve as chairs of the Band, Choral, Elementary, Higher Education, Jazz, Orchestra, and Junior High/Middle School committees respectively. The Vice-Presidents plan and carry out the functions and activities of UMEA, which may include sessions at the UEA Convention, organization and management of All-State ensembles, state large group festivals, sessions at the UMEA Annual Professional Development Conference, Music in Our Schools Month, and other activities directly related to the functions of their committees.

Section 5.05 Vice-Presidents-elects

Vice-President-elects attend Board of Directors meetings, assist their respective Vice-Presidents in their duties as enumerated in Article X, Section 4, and assume the office of Vice-President at the expiration of their respective Vice-President's term.

Section 5.06 Executive Director

The Executive Director shall attend all meetings of the Board of Directors and the Executive Committee, and shall keep a careful record of all proceedings. In addition, the Executive Director will handle all necessary correspondence, assist with conference registration, and assume other duties necessary.

Section 5.07 Treasurer

The Treasurer shall be custodian of all funds of UMEA and shall keep an accurate record of members, circulate to the Board of Directors at least once a year an account of all monies received and disbursed, prepare a yearly budget in conjunction with the President, deposit the funds of UMEA in a depository

approved by the Board of Directors, present the books for an auditor selected by the Board of Directors, and assume all other duties as needed.

Section 5.08 Communications Director

The State Magazine Editor shall be responsible for publishing and circulating to UMEA members and other designated individuals all issues of the Utah Music Educators Journal; shall be responsible for maintaining current and accurate information on the UMEA website; and shall be empowered to appoint whatever staff is necessary for the execution of these duties.

Section 5.09 Business Manager

The Business Manager shall be responsible for securing advertising for the Utah Music Educators Journal, securing vendors for displaying at the annual conference and shall serve as custodian of all funds of the Utah Music Educators Journal, send out bills, keep records of the magazine's business transactions and handle correspondence pertaining to the magazine as requested by the Communications Director.

Section 5.10 Membership Chair

The Membership Chair shall carry out all assignments made by the Board of Directors, shall present the activities of NAFME and UMEA to all music educators so that they might become better acquainted with the work of the association, and shall encourage music educators to become members of UMEA.

Section 5.11 Tri-M Honor Society Chair

The Tri-M Honor Society Chair is responsible for seeing that Tri-M Societies are organized in the state, for encouraging student participation in Tri-M, for pointing out the advantages of professional affiliation, for enlisting their support as necessary in the conduct of conferences, festivals, and clinics, and for making reports to the Board of Directors as requested.

ARTICLE VI

Meetings

Section 6.01 Board of Directors Meetings

Board of Directors meetings should be held at least four times a year. The Executive Committee will hold interim meetings as needed.

Section 6.02 Action Without Meeting

Any action which might be taken at any meeting of the Board of Directors may be taken without such meeting according to the following provisions:

- A. A writing or writings defining the action shall be sent to all voting members of the Board of Directors.
- B. To approve an action, consents must be signed by voting Directors having not less than the minimum voting power that would be necessary to authorize or take the action at a meeting at which all voting Directors were present and voted.
- C. Unless the written consents of all voting members of the Board of Directors have been obtained, notice of approval of any action without a meeting shall be given at least 10 days before the consummation of the action authorized by the Directors to those voting Directors who have not consented in writing.
- D. The writing or writings evidencing such action taken without a meeting shall be filed in the permanent records relating to meetings of the Board of Directors.

ARTICLE VII

Membership

Section 7.01 Active Membership

Anyone actively engaged in music education may become an active member of this association upon payment of the prescribed dues. Active members whose dues are fully paid shall have the privileges of voting and holding office.

Section 7.02 Sustaining Membership

Any firm or institution desiring to contribute to the support of this association may become a sustaining member upon payment of the full active dues. Sustaining membership entitles one person from the firm or institution to the rights and privileges of active membership as stipulated in Section 7.01.

Section 7.03 Retired Membership

Any former music educator who has retired from teaching or other music-education related work and who was an active member of NAFME for at least ten (10) years prior to retirement may become a retired member of this association upon payment of the prescribed dues. Retired members whose dues are fully paid shall have the privilege of voting, but not of holding elected office in the association.

Section 7.04 Collegiate Membership

Upon payment of the prescribed dues and compliance with the regulations of NAFME, a music education student at the college level who is not employed as a teacher may become a chapter member of UMEA and NAFME, with full active membership rights and privileges except the right to vote and hold elected office.

Section 7.05 Tri-M Membership

Upon payment of the prescribed dues and compliance with the regulations of NAFME, a music student at the secondary school level may become a chapter member of UMEA and NAFME with full active membership rights and privileges except the right to vote and hold elected office.

ARTICLE IV

Dues

Section 8.01 Active Membership Dues

Dues shall consist of the current NAFME membership dues plus current state dues. Dues shall include a subscription to the Music Educators Journal, Teaching Music, and to the Utah Music Educators Journal.

Section 8.02 Sustaining Membership Dues

Dues shall consist of the current NAFME membership dues plus current state dues. Dues shall include a subscription to the Music Educators Journal, Teaching Music, and to the Utah Music Educators Journal.

Section 8.03 Retired Membership Dues

Dues shall consist of the current NAFME membership dues plus on-half of the current state dues. Dues shall include a subscription to the Music Educators Journal, Teaching Music, and to the Utah Music Educators Journal.

Section 8.04 Collegiate Membership Dues

Dues shall consist of the current NAFME student membership dues, plus an amount determined by the UMEA Board of Directors and the individual student chapters. Dues shall include a subscription to the Music Educators Journal, Teaching Music, and to the Utah Music Educators Journal.

Section 5.05 Use of Dues

NAfME membership dues are to be sent to NAFME. State dues are retained and used by UMEA to support the Associations exempt purpose. State dues shall be determined by a majority response vote of the UMEA membership.

ARTICLE IX

Administration

Section 9.01 Fiscal Year

The fiscal year shall be July 1 to June 30.

Section 9.02 Contracts

The Board of Directors may authorize any officer, officers, agent, or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or may be confined to specific instances.

Section 9.03 Checks, Drafts, or Orders

All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer, officers, agent, or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

In the absence of such determination by the Board of Directors, such instruments shall be signed by the authorized agent and countersigned by the President or President-Elect of the Association.

Section 9.04 Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors or its agent may select.

Section 9.05 Gifts and Management of Assets

The Board of Directors is authorized and empowered on behalf of the Association to receive by devise, bequest, donation, or otherwise, either real or personal property, and to hold the same absolutely or in trust, and to invest, reinvest, and manage the same and to apply said property and the income arising therefrom to the objectives of the Association. The Board of Directors also shall have power to allocate the funds of the Association for the purposes of carrying out the objectives of the Association.

Section 9.06 Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors. The Association shall keep a record giving the names and addresses of the members entitled to vote.

Section 9.07 UHSAA State Division

For purposes of festival administration and management, the state of Utah shall be divided into regions to conform to those established by the Utah High School Activities Association (UHSAA).

Section 9.08 Procedures

Operational procedures for the Association shall be established by the Board of Directors and shall be maintained in a Policies and Procedures Manual.

Section 9.09 Review of Bylaws

The bylaws of the Association shall be reviewed every two years by a committee appointed by the President.

ARTICLE X

Relationships

Section 10.01 The National Association for Music Education

This Association shall function as a state unit of The National Association for Music Education ("NAfME").

Section 10.02 Utah High School Activities Association (UHSAA)

This Association shall maintain a functioning relationship with the Utah High School Activities Association and the Utah State Board of Education.

Section 10.03 State and National Music Associations

This Association shall maintain a functioning relationship with other state and national music associations.

ARTICLE XII

Amendments

Section 11.01 Amendments

The bylaws of the Association may be amended by a two-thirds vote of the members responding to one of the following, as determined by the President:

- A. Mail poll
- B. Email poll
- C. Vote of the members present at the Annual Professional Development Conference of the Association, provided formal notice of such contemplated action shall have been given the active members at least ten days before it is acted upon and provided that ballots be sent by mail, or email to those not present and requesting such ballots.