**BYLAWS OF DECATUR AREA MUSIC TEACHERS ASSOCIATION**

**ARTICLE I**

NAME AND OFFICE

The name of the organization shall be the Decatur Area Music Teachers Association (hereinafter referred to as ”the Association” or “DAMTA”). The Association’s principal office shall be the business address of its President.

**ARTICLE II**

**PURPOSE**

The purposes for which the Association is organized and operated are exclusively

literary and 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 the Association 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.

The Association shall be affiliated with the Music Teachers National Association (“MTNA”) and the Illinois State Music Teachers Association (“ISMTA”)

**ARTICLE III**

**MEMBERSHIP AND DUES**

**Section 1 – Qualifications for Membership.** Qualifications for membership shall coincide with the provisions stated in the Bylaws of the Illinois State Music Teachers Association, Article III, sections 1-4.

**Section 2 – Voting Rights.** Active and Honorary Members shall be entitled to exercise one vote for each office from the slate presented at the biennial election, and shall have no other vote in the governance of the Association. Associate and Student Members shall have no right to vote.

**Section 3 – Termination of Membership.** Membership in the Association is a privilege, not a right. Termination of membership for non-payment of dues within the time prescribed in Section 5 of this Article is automatic and not subject to the procedures stated herein. Other than for non-payment of dues, the Executive Board, by a two-thirds vote, may terminate a membership if the Board determines that such termination is in the best interest of the Association or the purposes of the Association as stated in Article II of these Bylaws. The Executive Board 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 has been provided an opportunity to present information to the Board on his or her behalf. If membership is terminated, the individual may appeal for reconsideration of that decision to an Independent Review Committee appointed by the DAMTA President consisting of three non-board members. The committee will determine whether to uphold the membership termination by a majority vote. In the event of a membership termination, no dues refund will be given.

**Section 4 -- Membership Year.** The membership year for all membership

categories shall be as determined by the MTNA.

**Section 5 – Annual Dues.**

Annual dues for all categories of membership shall be due as determined by the Executive Board. The Board shall publish the amount of dues for each category of membership on the Association’s website. Dues are delinquent sixty days beyond the renewal date 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.

**Section 6 – Resignation.**

A member in good standing may resign from the Association by submitting a letter of resignation to the President, who will remove that member from the membership roster. No dues refund will be given.

**Section 7 – 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

**ARTICLE IV**

**FISCAL YEAR**

The fiscal year of the Association shall be from July 1 through June 30.

**ARTICLE V**

**EXECUTIVE BOARD**

**Section 1 – Governance.**

The governance of the Association shall be vested in the Executive Board, which shall be composed of the officers listed in Article VI.

**Section 2 – Authority.** In addition to the powers and authority expressly

conferred upon it in these Bylaws, the Executive Board shall have the right,

responsibility, and authority to exercise all such powers and perform such acts

consistent with the purposes of the Association as may be exercised or done by the Association subject to the Statutes of the State of Illinois and the provisions of the Articles of Incorporation.

**Section 3 – Duties.** The Executive Board, within the limits of these Bylaws, shall determine policies of the Association with recommendations from 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 powers granted, appoint such agents as it may consider necessary.

**Section 4 – Meetings.** Regular meetings of the Executive Board shall be held at least once a year at such time and place as the Board may prescribe. Special meetings of the Board may be called by the President or by a majority of the Board members other than the President.

**Section 5 – Notice.** Notice of any special meeting of the Executive Board shall be given at least 2 business day previous thereto by written notice to each director at his or her physical or e-mail address as shown by the records of the Association, except that no special meeting of Board members may remove a Board member unless written notice of the proposed removal is delivered to all Board members at least twenty (20) days prior to such meeting. If mailed, such notice shall be deemed to be delivered five days after being deposited in the United States mail in a sealed envelope so addressed, with postage prepaid thereon. Notice of any special meeting of the Board may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the notice of such meeting, except when a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of any regular or special meeting of the Board will specify the business to be transacted or the purpose of such meeting.

**Section 6 – Quorum.** A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if fewer than a majority of the Board members are present at said meeting a majority thereof may adjourn the meeting to another time without further notice.

**Section 7 – Manner of Acting.** The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation. If a quorum is present when the meeting commences, all actions taken at that meeting by a majority of the Board members voting shall be presumed valid and authorized even if a quorum is no longer present when the action is taken. No Board member may act by proxy on any matter. However, Board members may participate by telephonic or other electronic means that allow all Board members at the meeting to speak to and hear each other.

**Section 8 – No Compensation.** Members of the Executive Board shall not receive any compensation for their services as Board members. However, 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 9 – Presumption of Assent.** A DAMTA Board member who is present at a meeting of the Board at which action is taken on any Association matter shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the DAMTA Secretary (or secretary *pro tempore*) before the adjournment of the meeting, or shall forward such dissent by registered or certified mail to the DAMTA President immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**ARTICLE VI**

**OFFICERS**

**Section 1 – Officers of DAMTA.** The officers of DAMTA shall be a President, President-Elect, Secretary, Treasurer, Immediate Past President, AIM Theory Chairperson, AIM Performance Chairperson and Certification Chairperson. All officers shall be elected for two-year terms. An officer may serve more than two (2) consecutive terms only if the Nominating Committee is unable to nominate a new candidate for that office. Upon retirement of the President from office the President-Elect shall become President. Should the elected President-Elect be unable to assume the Presidency, the President shall be elected, for that term only, in the same manner as that of the other officers. The retiring President automatically remains on the Executive Board as Immediate Past President until the completion of the new President’s term of office. Should the Immediate Past President be unable to serve, the President may appoint another past president to serve in this capacity.

**Section 2 – Nomination of Officers.** All officers shall be nominated by a Nominating Committee of three Active members of DAMTA appointed by the President. The Nominating Committee shall prepare a slate of not more than two (2) candidates for each office. The DAMTA membership shall be notified of the slate seven (7) days in advance of the election.

**Section 3 – Election of Officers.** All officers shall be elected by a majority vote. Such election shall be held in the April meeting, unless the DAMTA membership is notified otherwise seven (7) days in advance. Additional nominations may be made from the floor at the April meeting, provided that the nominee is eligible for election and has consented to be a candidate. Such consent shall be given in writing or in person at the April meeting. In the event of only one nominee for an office, the President may recommend election by general consent.

**Section 4 – Terms of Office.** Terms for all officers shall be from July 1 through June 30.

**Section 5 – Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Executive Board for unexpired portion of the term.

**ARTICLE VII**

**DUTIES OF OFFICERS**

**Section 1 – President.** The President shall be the chief executive officer of DAMTA. Subject to the direction and control of the Executive Board, he or she shall be in charge of the business and affairs of the association; shall see that the resolutions and directives of the Executive Board are carried out, excepting those cases in which that responsibility is assigned to some other person by the Board; and, in general, shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Executive Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association, or a different mode of execution is expressly prescribed by the Board, the President may execute for the Association any contracts or other instruments that the Board has authorized to be executed. The President shall be an *ex-officio* member of all committees, except the Nominating Committee. The President shall be a member of the ISMTA Advisory Council, which meets during the annual ISMTA Conference. If unable to attend the conference or the ISMTA Advisory Council meeting the President shall appoint a representative. The President or his or her representative shall be reimbursed for travel to such meetings.

**Section 2 – President-Elect.** The President-Elect shall preside in the absence of the President, or in the inability or refusal of the President to act; when so acting he or she shall have all the powers of the President and be subject to all the restrictions of the President. He or she shall serve as program chairperson and shall convey program information to the ISMTA Newsletter Editor. He or she shall handle all publicity regarding DAMTA events. He or she shall collect all information needed for the membership packet, and shall distribute the same to the DAMTA members. He or she shall assist the President in the discharge of the President’s duties as the President may direct, and shall perform such other duties as may be assigned by the Board from time to time. Upon retirement of the President from office the President-elect shall become President, unless the President-Elect was appointed to that office. In such a case the President-Elect must be elected to the office of President.

**Section 3 – Secretary.** The Secretary shall keep the minutes of each meeting of the Executive Committee and of the DAMTA membership, and shall send a copy of each to the President within fourteen (14) days after said meetings. After the President has reviewed the minutes, the Secretary shall then forward the minutes to all DAMTA members. The Secretary shall conduct the necessary correspondence and mailings of the Association, to include thank-you letters to all workshop leaders.

**Section 4 – Treasurer.** If required by the Executive Board, the Treasurer shall give a bond for the faithful discharge of the treasurer’s duties in such sum and with such surety or sureties as the Board shall determine. The treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for money due and payable to the Association from any source whatsoever, and deposit all such money in the name of the Association in such banks, trust companies or other depositaries as shall be selected by the Board or, in the absence of such selection, by the President; (c) shall make a monthly report, and his or her accounts will be audited not later than June 15 of each year by an auditor appointed by the President; (d) shall determine that DAMTA members are members of both ISMTA and MTNA and maintain a list of Active and delinquent members; (e) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Executive Board; and (f) file an annual income tax report.

**Section 5 – AIM Chairpersons.** All AIM Chairpersons shall work together to direct all transactions pertaining to the ISMTA AIM Examinations that may be conducted by DAMTA, and shall be responsible for organizing these activities.

**Section 6 – Certification Chairperson.** The Certification Chairperson shall maintain an accurate file of information concerning MTNA Certification. He or she shall provide application for certification, and assist and encourage members interested in Certification. He or she shall maintain a current list of certified DAMTA members.

**ARTICLE VIII**

**MEETINGS OF THE ASSOCIATION**

**Section 1 –** Meetings of the Association shall be held at times and places determined by the Executive Board, as guided by the wishes of the DAMTA membership. DAMTA members shall be notified of changes to the proposed schedule fourteen (14) days prior to the earliest date affected by the change.

**Section 2 --** A Majority of DAMTA’s Active members shall constitute a quorum for the transaction of business.

**ARTICLE IX**

**COMMITTEES**

The President, subject to the approval of the Executive Board, shall appoint such standing and *ad hoc* committees and chairs as represent the well-defined and continuing interests of the Association. The President shall be a member *ex officio* of all committees except the Nominating Committee.

**ARTICLE X**

**PARLIAMENTARY AUTHORITY**

**Section 1 –** The Association shall be governed in accordance with the most recent edition of Robert’s Rules of Order, Revised, in all cases to which they are applicable, and where they are not inconsistent with these Bylaws or any special rules of order the Association may adopt.

**Section 2 –** The President may appoint a parliamentarian to provide parliamentary opinion during any meeting of the Association or of the Executive Board or a committee of DAMTA.

**ARTICLE XI**

**BYLAWS FILING**

Each member of the Association shall receive a copy of these Bylaws upon adoption and thereafter in the event of its revision. A copy of these Bylaws shall also be filed with the ISMTA Vice President – Local Associations.

**ARTICLE XII**

**CONFLICT OF INTEREST**

**Section 1 – Conflict of Interest.** If a transaction is fair to the association at the time it is authorized, approved or ratified, the fact that an officer of the Association is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

**Section 2 – Approval of Transaction.** In a proceeding contesting the validity of a transaction described in Section 1 of this Article, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the director’s interest were disclosed or known to the Executive Board or the committee involved, and the Board or committee authorized, approved or ratified the transaction by the affirmative vote of a majority of disinterested directors even though the disinterested directors constitute less than a quorum.

**Section 3 – Presence of Interested Director.** The presence of an officer who is directly or indirectly a party to the transaction described in Section 2 of this Article, or an officer who is otherwise not disinterested may be counted in determining a quorum is present, but may not be counted when the Executive

Board or a committee takes action on the transaction.

**Section 4 – Indirect Interest.** For the purposes of this Article, a DAMTA officer is “indirectly” a party to a transaction if the other party to the transaction is an entity in which the DAMTA officer has a material financial interest, or of which the DAMTA officer is a director, officer or general partner.

**ARTICLE XIII**

**INDEMNIFICATION**

Each person who at any time is or was an officer, employee or agent of the Association shall be indemnified by the Association in accordance with and to the full extent permitted by Illinois law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested officers/directors or otherwise. If authorized by the Executive Board, the Association may purchase and maintain insurance on behalf of any person to the full extent permitted by Illinois law.

**ARTICLE XIV**

**RESOLUTION OF DISPUTES**

Any claim or dispute arising from or related to these Bylaws that cannot be resolved within DAMTA shall be settled by mediation in accordance with the rules of the Center for Conflict Resolution (located in Chicago, Illinois) and, if necessary, legally binding arbitration in accordance with the rules of the

American Arbitration Association. Judgment upon a mediation or arbitration

decision may be entered in any court otherwise having jurisdiction in the matter. These methods shall be the sole remedy for any controversy or claim arising out of these Bylaws.

**ARTICLE XV**

**AMENDMENTS**

**Section 1 –** These Bylaws may be amended at any regular meeting of the Association by a two-thirds (2/3) vote. Written notice of the proposed amendment(s) must be submitted to the DAMTA membership at least fourteen (14) days before the meeting.

**Section 2 –** These Bylaws may be amended by a two-thirds vote via a mail or electronic ballot open to members of the Association. The ballot and proposed amendment(s) must be submitted to the DAMTA membership at least thirty (30) days in advance of the required return date. The date for return of the completed ballots must be clearly stated on the ballot.

**ARTICLE XVI**

**DISSOLUTION**

Should the dissolution of DAMTA become necessary, a majority vote of all Active members will be required to approve dissolution. The Secretary will then notify ISMTA and MTNA, and the Treasurer shall pay or make provision for the payment of all liabilities of the Association. The Executive Board shall then contribute any remaining funds to MTNA or to such organization(s), organized and operated exclusively for education purposes as shall at the time qualify as an exempt organization under Section 501 (c-3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.