

BYLAWS OF ILLINOIS STATE MUSIC TEACHERS ASSOCIATION

Adopted October 26, 2018

ARTICLE I

NAME AND OFFICE

The name of the organization shall be Illinois State Music Teachers Association (the "Association" or "ISMTA.") 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.

ARTICLE III

MEMBERSHIP AND DUES

Section 1-- Active membership is open to any person professionally engaged in any field of musical activity, or to the administrator of any institution of learning with an active music department who is committed to the objectives of the Association as stated herein, and who is also a member of the Music Teachers National Association. Active members shall be entitled to participate in all Association activities and programs (subject to the payment of any registration fee), to vote, hold office and receive the official Association publications. Senior active status may be granted to any active member who has attained the age of seventy (70) or more years during the then-current

fiscal year. Such status provides all privileges of active membership at a reduced membership fee.

Section 2 -- Associate membership is open to any person who is not professionally engaged in musical activity but who wishes to support the programs of the Association. Associate members shall be entitled to participate in all Association activities and programs (subject to the payment of any registration fee), but are not entitled to vote, hold office, enter students into Association programs or competitions or apply for certification.

Section 3 – Collegiate membership shall be open to all college music students who are also members of an affiliated association. Collegiate members shall be entitled to the same privileges as Active members, but shall not have the right to vote, hold office or enter students into ISMTA or MTNA competitions.

Section 4 -- Honorary membership may be conferred by the Board of Directors upon any individual who has given distinguished service to ISMTA or to the art of music. Such members who qualify for Active or Associate membership in the Association shall have all the rights and privileges of such membership, and shall be exempted from payment of Association dues.

Section 5 – Voting Rights. Active and Honorary Members shall be entitled to exercise one vote for each office up for election at the members' annual meeting, and shall have no other vote in the governance of the Association. Associate and Student Members shall have no right to vote.

Section 6 – 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 8 of this Article III is automatic and not subject to the procedures stated herein. Other than for non-payment of dues, the Board of Directors, by a two-thirds vote, may terminate a membership if the Board determines that termination is in the best interest of the Association or the purposes of the Association as stated in Article II of these Bylaws. The Board of Directors shall only consider and vote upon the proposed termination of a membership after the member has been advised of the alleged reason for termination and been provided an opportunity to present information to the Board of Directors on his or her behalf. If membership is terminated, the individual may appeal for reconsideration of that decision to an Independent Review Committee appointed by the association president and composed 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 7 -- Membership Year. The membership year for all membership categories shall be as determined by the MTNA.

Section 8 – Annual Dues. Annual dues for all categories of membership shall be due as determined by the Board of Directors. The Board of Directors 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 9 – 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 10 – 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

BOARD OF DIRECTORS

Section 1 – Governance. The governance of the Association shall be vested in the Board of Directors, which shall be composed of the President, President-elect, Immediate Past President, Vice President for Membership, Vice President for Conferences, Vice President for Local Associations, Secretary, Treasurer, Chairs of the Education/AIM and Competition Committees and one director at large. The Chairs of the Education/AIM and Competition Committees and the director at large shall be appointed by the President promptly after his or her election and shall serve one-year terms or until their replacements are appointed.

Section 2 – Authority. In addition to the powers and authority expressly conferred upon it in these bylaws, the Board of Directors shall have the right, responsibility, and authority to exercise all such powers and perform such acts 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 Board of Directors, 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 – Quorum. A majority of the members of the board shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if fewer than a majority of the directors are present at said meeting a majority of the directors present may adjourn the meeting to another time without further notice.

Section 5 – Meetings. Regular meetings of the Board of Directors shall be held at least twice 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 directors other than the President.

Section 6 – No Compensation. Except for the treasurer, members of the Board of Directors shall not receive any compensation for their services as Directors but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses.

Section 7 – Notice. Notice of any special meeting of the board of directors shall be given at least two (2) business days previous thereto by written notice to each director at his or her physical or email address as shown by the records of the association except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors 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 thereon prepaid. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

Section 8 – Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, 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 directors voting shall be presumed valid and authorized even if a quorum is no longer present when the action is taken. No director may act by proxy on any matter. However, directors may participate by telephonic or other electronic means that allow all directors at a meeting to speak to and hear each other.

Section 9 – Vacancies. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 10 – Resignation and Removal of Directors. A director may resign at any time upon written notice to the board of directors. A director may be removed with or without cause, as specified by statute or by a vote of two-thirds of the general membership not subject to removal present at a board meeting called for that purpose and for which notice of that purpose was given.

Section 11 – Committees. The Association shall have a Competitions Committee and an Education/AIM Committee. In addition, the Board of Directors may, by resolution, create one or more additional committees and appoint members of the Board to serve on any one or more of such committees. Each committee shall have two or more members who shall serve at the pleasure of the board. A majority of any committee shall constitute a quorum, and a majority of a quorum is necessary for committee action. Each committee, to the extent provided by the board of directors in such resolution, shall have and exercise all of the authority of the board of directors in the management of the Association, except that a committee may not authorize distributions; approve or recommend to the members any act required to be approved by the members; fill vacancies on the board or on any of its committees; elect or remove officers or fix the compensation of any member of the committee; adopt, amend, or repeal the bylaws; approve a plan of merger; or amend, alter, repeal, or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered, or repealed by action of a committee. Vacancies in the membership of any committee shall be filled by the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the content of the minutes to the board when required. A committee may act by unanimous consent in writing without a meeting, and, subject to action by the Board of Directors, each committee, by a majority vote of its members, shall determine the time and place of meetings and the notice required therefor.

Section 12 – Commissions or Advisory Councils. There shall be an Advisory Council that shall consist of all committee members, all local association presidents and all past Association presidents. The Advisory Council shall meet at the time and place of the annual meeting of the Association and shall serve in an advisory capacity to the Board of Directors. Other commissions or advisory bodies not having or exercising the authority of the Board of Directors of the Association may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. A commission or advisory body may or may not have directors as members, as the Board of Directors determines. The commission or advisory body may not act on behalf of the Association or bind it to any actions but may make recommendations to the Board of Directors or to the officers of the Association.

Section 13 – Terms of Office. Each member of a committee, advisory board, or commission shall continue as such until the next annual meeting of the members of the Association and until his or her successor is appointed, unless the committee, advisory board, or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board, or commission by the board of directors, or unless such member shall cease to qualify as a member thereof.

Section 14 – Chair. One member of each committee, advisory board, or commission shall be appointed chair.

Section 15 – Vacancies. Vacancies in the membership of any committee, advisory board, or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 16 – Informal Action by Directors. The Board of Directors, an advisory council, or a committee may act by the affirmative vote of a majority of its members physically present at a meeting or participating by means of authorized communication equipment, or by a writing or writings signed by all of its members.

Section 17 – Presumption of Assent. A director of the Association who is present at a meeting of the board of directors at which action on any Association matter is taken 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 person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the President of the Association 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. The officers of the Association shall be a president, a vice president for membership, a vice president for conferences, a vice president for local associations, a treasurer and a president-elect. Officers whose authority and duties are not prescribed by these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors.

Section 2 – Terms and Limits. Each officer shall be elected for two-year terms. The President-elect, Vice President for Membership, and the Secretary shall be elected in even numbered years; the Vice President for Conferences, the Vice President for Local Associations and the Treasurer shall be elected in odd numbered years. The President-elect, upon completion of his or her term of office, shall automatically become President of the Association. Should the President-elect be unable to assume the Presidency, the President shall be elected, for that term only, in the same manner as the other officers.

Section 3 – Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4 – Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 5 – President. The president shall be the chief executive officer of the Association. Subject to the direction and control of the board of directors, he or she shall be in charge of the business and affairs of the association; he or she shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. He or she shall preside at all meetings of the board of directors. 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 of directors or these bylaws, he or she may execute for the association any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed. The president shall be an ex-officio member of all committees, except the Nominating Committee.

Section 6 – Vice Presidents. The vice presidents shall assist the president in the discharge of the president's duties as the president may direct and shall perform such other duties as from time to time may be assigned to the vice presidents by the president or by the board of directors. If the President-elect is unable to preside in the absence of the President, the vice presidents (in the order designated by the board of directors, by the president if the board of directors has not made such a designation, or in the absence of any designation, then in the order of seniority of tenure as vice president) shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions on the president. 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 of directors or these bylaws, the vice president may execute for the Association any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed.

Section 7 – President-Elect. The president-elect shall assist the president in the discharge of the president's duties as the president may direct and shall perform such other duties as from time to time may be assigned to the president elect by the president or by the board of directors. In the absence of the president or in the event of the president's inability or refusal to act the president-elect shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions on the president.

Section 8 – Secretary. The secretary shall (a) keep the minutes of the meetings of the membership, the board of directors, and committees of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the Association’s records; and (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the President or by the Board of Directors.

Section 9 – Treasurer. If required by the board of directors, 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 of directors 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 depositories as shall be selected by the board of directors or, in the absence of such selection, by the president; and (c) 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 board of directors.

Section 10 – Reimbursement. The Association shall reimburse its officers, chairs and committee members for expenditures for phone, postage, supplies, travel, etc. that they may incur in the performance of their tasks for the Association. Reimbursements for travel expenditure of Association funds shall be made for labor, services, or time spent doing work for the Association, except as may be specifically authorized in advance by the board of directors. No expenditure for labor, services, or time expended in doing work for the Association, shall necessarily be construed to establish a precedent for subsequent decisions; each case shall be decided specifically upon its own merits.

Section 11 – Nomination of Officers. The president shall appoint a Nominating Committee to nominate candidates for Association offices one year before the election for each respective office. The committee shall consist of the Immediate Past President and at least two Active members of the Association. The committee shall elect its own chair. The Nominating Committee shall prepare a slate of not more than two (2) candidates for each office. This slate shall appear in an Association email notification to all members at least thirty (30) days before the date of the annual meeting of the Association.

Section 12 – Election of Officers. Election and Term of Office. The officers of the Association shall be elected annually by a majority of the active and honorary members voting at the regular annual meeting of the members of the Association. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Additional nominations may be made from the floor at the annual meeting, providing that the nominee is eligible for election and has consented to be a candidate; this consent must be in writing or given in person at the annual meeting. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, or until he or she shall resign or shall have been removed in the manner provided in these bylaws. Election of an officer shall not of itself create contract rights. All terms of office shall expire thirty (30) days after the Annual Meeting.

ARTICLE VII

MEETINGS OF THE ASSOCIATION

Section 1 -- There shall be an annual meeting of the Association, at a time and place to be determined by the Board of Directors. Notice of such meeting should be given to membership least thirty (30) days prior to the time appointed for the meeting. At this meeting the President shall permit the general membership to bring forward items for consideration.

Section 2 -- A quorum of the board of directors plus fifteen (15) Active members shall constitute a quorum for the election of officers and for the transaction of business.

Section 3 -- The ISMTA membership shall have the power to rescind, by a two-thirds vote, any decision of the Board of Directors.

ARTICLE VIII

LOCAL ASSOCIATIONS

Section 1 – Formation of Local Associations. Local Associations within ISMTA may be formed in any part of Illinois where at least six ISMTA members reside who wish to form such a local association, provided that there is not already a local association in that locality. The ISMTA Board of Directors may define the boundaries between local associations at its discretion. No local association shall be formed, dissolved, split into two or more local associations, or enlarged by merger with another local association or associations, without the approval of the ISMTA Board of Directors and of each local association involved.

Section 2 – Petitions for Affiliation. Any such Local Association may petition to the Board of Directors for affiliation with ISMTA and MTNA by filing two (2) copies of the Local Association governing documents (Articles of Incorporation and Bylaws) with the President, provided that are consistent with those of ISMTA and of MTNA.

Section 3 – Affiliation Statement. In referring to its affiliation, each local Local Association shall use the phrase “Affiliated with the Illinois State Music Teachers Association and the Music Teachers National Association.” This specific phrase shall be included in the bylaws of all affiliated Local Associations.

Section 4 – Authority of Local Associations. The members of such Local Associations shall have the power to elect such officers as may be necessary to carry on the local business, and shall have power to make Bylaws, Rules and Regulations for the work of their respective local associations. However, such Local Associations shall make no Bylaws, Rules, or Regulations that will be inconsistent with the Laws of ISMTA. Copies of all laws and amendments shall be filed with the President before final adoption by any Local Association

Section 5 -- Membership Requirements. All of members of a Local Association must be members of ISMTA and MTNA.

ARTICLE IX

STUDENT CHAPTERS

Section 1 – Formation of Collegiate Chapters. Collegiate chapters within ISMTA may be formed in any part of Illinois where there are at least four Collegiate Members plus a faculty advisor who is an Active Member of ISMTA.

Section 2 – Authority of Collegiate Chapters. The members of such Collegiate Chapters shall have the power to elect such officers as may be necessary to carry on the chapter business, and shall have the power to make Bylaws, Rules and Regulations for the work of their respective chapter. However, such student chapter shall make no Bylaws, Rules or Regulations that will be inconsistent with the Laws of ISMTA. Copies of all laws and amendments shall be filed with the Chairperson of Student Activities before final adoption by any student chapter.

Section 3 – Membership Requirements. All members of a Collegiate Chapter must be members of ISMTA and MTNA.

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 the Bylaws of the Association 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 one of its boards or committees.

ARTICLE XI

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 a director 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 or relationship were disclosed or known to the board of directors 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 were less than a quorum.

Section 3 – Presence of Interested Director. The presence of a director who is directly or indirectly a party to the transaction described in Section 2 of this Article or a director who is otherwise not disinterested may be counted in determining whether a quorum is present but may not be counted when the board of directors or a committee then takes action on the transaction.

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

ARTICLE XII

INDEMNIFICATION

Each person who at any time is or was a director, 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 directors, or otherwise. If authorized by the board of directors, the Association may purchase and maintain insurance on behalf of any person to the full extent permitted by Illinois law.

ARTICLE XIII

RESOLUTION OF DISPUTES

Any claim or dispute arising from or related to these Bylaws 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. These methods shall be the sole remedy for any controversy or claim arising out of these Bylaws.

ARTICLE XIV

AMENDMENTS

Section 1 -- These Bylaws may be amended at any annual meeting of the Association by a two-thirds (2/3) vote of active and honorary members voting and present at the annual meeting. Written notice of the proposed amendment(s) must be submitted to the 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 an email ballot open to members of the Association. The ballot and proposed amendment(s) must be submitted to the Board of Directors 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 XV

DISSOLUTION

Should the dissolution of ISMTA become necessary, the Secretary shall notify the Music Teachers National Association of the dissolution, and the Treasurer shall pay, or make provision for the payment of, all liabilities of the Association. The Board of Directors shall dispose of all remaining assets of the Association to the Music Teachers National Association, or exclusively for the purpose of the Association in such a manner, or to such organization(s), organized and operated exclusively for educational 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.

December 16, 2018