

# Bylaws of the Boulder Area Music Teachers Association

*Revised 8/29/2022*

## Article I - Name

The name of this organization shall be the "Boulder Area Music Teachers Association" (BAMTA), a chapter affiliated with Music Teachers National Association, Inc. (MTNA), Cincinnati, Ohio, a Code Section 501(c)(3) organization.

## Article II - Purposes

Section 1. Said organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. The purpose of this association shall be to bring into close cooperation independent, professional teacher-musicians committed to a high standard of quality in performance and teaching. This will be reflected in diverse student programs, including a student scholarship program, in opportunities for teacher support and education, and in involvement in the art of music in the larger community.

## Article III – Membership

Section 1. Membership classifications are as follows:

- a. Active Membership shall be open to all individuals professionally engaged in any field of music activity. Those persons holding Active Membership shall be entitled to attend programs of the Association upon payment of the registration fee, to receive the official Association publications, to participate in all Association activities and to vote and hold office.
- b. Collegiate Membership shall be open to all college students currently enrolled in music study. Collegiate members shall be entitled to attend programs of the Association upon payment of the registration fee, to receive the official Association publications, to participate in all Association activities and to vote and hold office.
- c. Retired Membership is open to those who have been active members for at least 20 continuous years, who have reached the age of 65, and who have essentially retired from teaching. A member must send written notice to the Chief Executive Officer of MTNA for this class of membership to be activated. Retired Members shall be entitled to attend programs of the Association upon payment of the

registration fee, to receive the official Association publications, to participate in all Association activities and to have the right to vote and hold office.

- d. Honorary Membership may be conferred by the Association upon individuals recommended by the Board of Directors. Honorary Members shall be entitled to attend all meetings and programs of the Association and to receive the official Association publications but shall not have the right to vote or hold office.
- e. Patron Membership shall be open to all individuals, organizations, businesses or corporations who have an interest in furthering the mission of BAMTA and who wish to support the programs of the Association. Patron members shall be entitled to attend programs of the Association upon payment of the registration fee and to receive the official Association publications but shall not have the right to vote or hold office.

Section 2. All Active, Collegiate and Retired members shall be required to hold membership in the Colorado State Music Teachers Association, and the Music Teachers National Association, and to pay the annual dues required by each Association.

Section 3. BAMTA shall not discriminate against any member, volunteer, program participant or employee on the basis of race, creed, color, religion, national origin, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran status, or political service or affiliation.

Section 4. A membership list is to be maintained and made available to BAMTA members only.

Section 5. Annual dues for all members shall be in accordance with current dues, which are mandated by voting procedures of the general membership.

Section 6. Members are required to abide by the MTNA Code of Ethics

## Article IV - Revocation of Membership

No person who has been convicted of a crime involving sexual or other abuse of a person shall be a member of BAMTA. BAMTA shall follow the MTNA Termination of Membership policies.

## Article V - Duties of the Officers

Section 1. The President shall preside at all BAMTA general membership meetings, and at all meetings of the Board of Directors. He or she shall supervise all the affairs of BAMTA, instruct all officers in their respective duties, and perform all such other duties as are incidental to the office or are required by the Board of Directors. He or she shall be an ex officio member of all BAMTA committees, except the Nominating Committee. He or she shall act as representative to the Colorado State Music Teachers Association.

Section 2. The Immediate Past President shall act in the absence of the President. He or she shall act as an assistant to the President, shall chair the Nominating Committee and shall be a member of other committees as assigned by the Board of Directors.

Section 3. The President-Elect shall act in the absence of both the President and the Immediate Past President. He or she shall act as an assistant to the President, and shall be a member of other committees as assigned by the Board of Directors.

Section 4. The Vice President for Membership shall act in the absence of the President, the Immediate Past President and the President-Elect. He or she shall be responsible for the recruitment of new members and for developing and maintaining contact with present and prospective members throughout the year. He or she shall be a member of all committees relating to membership and shall recruit chairs for each of those committees.

Section 5. The Vice President for Student Activities shall act in the absence of the President, the Immediate Past President, President-Elect, and the Vice President for Membership. He or she shall coordinate student activities. He or she shall be a member of all committees relating to student activities and shall recruit chairs for each of those committees.

Section 6. The Vice President for Teacher Enrichment shall coordinate all activities relating to continuing education for members. He or she shall be a member of all committees relating to continuing education and shall recruit chairs for each of these committees.

Section 7. The Vice President for Outreach shall coordinate and create projects to bring BAMTA and the local community together. He or she shall be a member of all committees relating to these activities and shall recruit chairs for each of those committees.

Section 8. The Secretary shall record the minutes of all meetings of the Board of Directors and the General Membership Meetings, distribute copies of minutes to the President, and maintain files of reports from various offices. He or she shall perform such other duties applicable to this office as assigned by the Board of Directors.

Section 9. The Treasurer shall be responsible for overseeing all financial affairs of the Association. He or she shall be responsible for the preparation of periodic reports to the Board of Directors, an annual report to the entire membership, filing appropriate tax forms with the Internal Revenue Service and appropriate tax and non-profit forms with the Colorado Secretary of State, submitting an annual internal audit and performing such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

Section 10. The two (2) Members-at-Large shall represent the interests of the general membership, shall act as representatives for the President when requested, and shall be assigned other responsibilities by the Board of Directors.

Section 11. The length of term of office shall be one year.

Section 12. There is no limit to the number of consecutive terms an officer may serve.

## Article VI - Election of Officers

Section 1. The Nominating Committee shall make nominations for all the officers of the Association. The Nominating Committee consists of the Immediate Past President and two other individuals appointed by the President. The Immediate Past President shall serve as chair of the Nominating Committee.

Section 2. The committee's nominations shall be presented to the general membership in the April newsletter. The nominations shall also be presented at the April membership meeting.

Section 3. In addition, nominations from the floor for elective offices may be made at the May general membership meeting. A nomination, with prior acceptance by the person, and a second are all that is required to place a name in nomination.

Section 4. Officers of the Association shall be elected and installed at the May general membership meeting. Elections will be held at the May meeting in this manner:

a. Each position will be voted on separately in the following order: President, President-Elect, Vice President for Membership, Vice President for Student Activities, Vice President for Teacher Enrichment, Vice President for Outreach, Secretary, Treasurer, Members-at-Large.

b. The nominees for each position will be stated, and in the event of a single nominee, a majority of members physically present or participating by means of authorized communication equipment will elect. In the event of two nominees, election will be by secret ballot with a simple majority electing. In case of three or more nominees, a secret ballot will be held with the two top candidates opposing each other in a subsequent secret ballot election. For those voting virtually, the secret ballot will be collected by the Secretary.

## Article VII – 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, Immediate Past President, President-Elect, Vice Presidents, Secretary, Treasurer, and Members-at-Large.

### 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 as may be exercised or done by the Association subject to the provisions of the Bylaws of the Association.

### Section 3. Duties

The Board of Directors, within the limits of the Bylaws, shall determine policies of the Association. 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.

### Section 5. Meetings

Regular meetings of the Board of Directors shall be held at least four times 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 its members.

### Section 6. No Compensation

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.

## Article VIII – Board of Directors Meetings and Protocols

Unless otherwise provided for in these Bylaws, the provisions set forth below govern the meetings of the Board of Directors.

### Section 1. Notice

Notice of the place, if any, and the date and time of each meeting shall be given to each member at least two days before the meeting. The notice need not specify the purpose of the meeting.

### Section 2. Participation

Members of the Board of Directors who are not physically present at a meeting of the Board of Directors or committee meeting may attend the meeting by the use of authorized communication equipment that enables the member an opportunity to participate in the meeting, including an opportunity to read, hear, or see the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with the persons who are physically present at the meeting. Any member who uses

authorized communication equipment is deemed to be present in person at the meeting whether the meeting is held at a designated place or solely by means of authorized communication equipment. The Board of Directors may adopt procedures and guidelines for the use of authorized communication equipment in connection with a meeting of the Board of Directors or a committee to permit verification that a person is a voting member and to maintain a record of any vote or other actions taken at the meeting.

### Section 3. Action without a meeting

Any action that may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting by the affirmative vote or approval of all of the directors who would be entitled to notice of the meeting for that purpose. Any such writing shall be filed with and entered upon the minutes of the Board of Directors. Any transmission by authorized communication equipment that contains an affirmative vote or approval of a voting member is deemed to be a signed writing for purposes of this section. The date on which the transmission by authorized communication equipment is sent is the date upon which the writing is signed.

## **SECTION 4. VOTING**

The Board of Directors 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 those members who have responded within the given deadline.

## Article IX – General Membership Meetings

Section 1. Regular meetings of the association will be held at such time and place as are decided upon by the Board of Directors. The association may conduct its meetings by electronic or other remote access means as reasonably necessary. Any action that could be taken at an in-person meeting, including bylaws amendments, may also be taken at a virtual meeting. Determination to hold a given meeting as virtual is by the Board of Directors.

Section 2. The association 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 those members who have responded within the given deadline.

## Article X – Parliamentary Authority

The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the association may adopt, or a higher-level rule, i.e., the state or national association.

## Article XI – Finances

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to, any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## Article XII – Dissolution of BAMTA and Disposition of Assets

Section 1. The association shall not be dissolved except by a majority vote of the BAMTA membership.

Section 2. In the event of the dissolution of this organization, any funds or other assets remaining after the payment of any outstanding debts shall be contributed to MTNA.

## Article XIII - Amendments

These Bylaws may be amended at any business meeting of the Association by a two-thirds vote of the members physically present at a meeting or participating by means of authorized communication equipment. Proposed amendments to the Bylaws shall be presented, in writing, to the membership at least thirty (30) days prior to the voting, having been previously presented to the Board of Directors.