

# CONSTITUTION

Article of incorporation of the Vermont Music Educators Association. The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Vermont, do hereby certify:

## Article I - Name, Incorporation, Purpose and Trustees

Section 1. Name: The name of this Non-profit Corporation is the Vermont Music Educators Association, hereinafter referred to as the VMEA.

Section 2. Incorporation: The place in this state where the principal office of the Corporation is to be located is the Town of Williston, Chittenden County.

Section 3. Purpose: Said corporation is organized exclusively for charitable, religious, 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 the corresponding section of any future federal tax code. The purpose of this organization is to further the advancement of music education in the state of Vermont.

Section 4: Initial Trustees: The names and addresses of the persons who are the current trustees (at the time this constitution was put into effect) are (Updated: August 15, 2019):

President: William Prue, North Country UHS

President-Elect: Ian Flint, BFA - Fairfax

Past President: Heather Trutor, Essex High School

Secretary: Peter Roach, Mill River UHS

Treasurer: Gary Moreau, 39 Drury Drive, Essex Jct., VT 05452

State Manager: Steffen Parker, 141 Butternut Road, Williston, VT 05495

Section 5: Compensation: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Section 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **Article II - Membership and Dues**

Section 1. Active Membership: Active membership is open to all persons engaged in music teaching or other music educational work within the state of Vermont. Membership is made through the National Association for Music Education, hereinafter referred to as NAFME, as the VMEA is the Vermont State affiliate of NAFME. That membership entitles them to all of the rights and privileges associated with active membership in the National Association for Music Education, to a subscription to any members' only publications or websites, to voting privileges in the VMEA, and eligibility to hold office in the VMEA.

Section 2. Collegiate Membership: Collegiate NAFME membership is open to all who are studying music education at the college level and are not employed as teachers. Collegiate NAFME members have the same rights and privileges as active members, except for the right to vote and to hold elective office. Like Active Membership, Collegiate membership is made through the NAFME.

Section 3. Honorary Membership: Honorary membership is open to music educators who have left the state or to those who for good reason are no longer eligible for active membership and have been noteworthy in the cause of Vermont music education. Honorary membership is by invitation only and honorary members may be elected at any regular or special meeting. The VMEA pay NAFME retired dues for eligible honorary members, and they have the same rights and privileges as active members, except for the right to vote and to hold elective office.

Section 4. Retired Membership: Retired membership is open to all retired Vermont music educators. Retired members have the same rights and privileges as active members. Like Active Membership, Retired membership is made through the NAFME.

Section 5. Remittance of Dues: Dues are paid to NAFME headquarters office or through the VMEA Treasurer, who then pays the NAFME on the member's behalf.

## **Article III - Government**

Section 1. State Officers: The elective officers of the VMEA will be: (1) President; (2) Vice President, who will be the Immediate Past President; (3) President-Elect; (4) Secretary; and (5) Treasurer.

Section 2. State Executive Board: The State Executive Board, hereinafter referred to as the Board, will be composed of the above-listed officers, State Manager, District Coordinator, All State Festival Director, Conference Chair, General Music Chair, Instrumental Music Chair, Vocal Music Chair, College-University Chair, Technology Chair and the District Chair / President of each of the six state districts: I - Northeast, II - Northwest, III - Champlain Valley, IV - Winooski Valley, V - Green Mountain, VI - Connecticut Valley. These twenty (20) members are the voting members of the board and the ones considered in regards to quorums.

Others may be invited to be with the Board at its and the President's discretion. These guests have full participation privileges except for the right to vote.

Section 3. State Districts: The state will be divided into geographical areas for the purpose of furthering education through district festivals and other activities in those areas. Each district elects a chair / president and a vice chair / vice president, normally by October 15th of the school year. The District Division Coordinator coordinates all district activities.

Section 4. Chairs: The board's support for music education disciplines will be divided into the following sections, each of which will concern themselves with their defined tasks (a chair for each section will be appointed by the president with the concurrence of the Board):

- a. General Music Chair: The General Music Section will concern itself with the promotion and development of general music in the schools.
- b. Instrumental Music Chair: The Instrumental Music Section will concern itself with the promotion and development of instrumental music at all grade levels. Instrumental Jazz would fall under this chair's concern.
- c. Vocal Music Chair: The Vocal Music Section will concern itself with the promotion and development of vocal music at all grade levels. Vocal Jazz would fall under this chair's concern.
- d. College-University Chair: The College-University Section will concern itself with the promotion and development of music education at the post-secondary level.
- e. Technology Chair: The Technology Section will concern itself with the use of technology in music education, supporting music educators' use of technology in their teaching, and the promotion and development of music technology within our state.

Section 5. Board Members: All Board members must be active members of VMEA and NAFME. All officers in the state districts and all leadership positions of the All State Festival Committee must be active members of VMEA and NAFME.

#### **Article IV - Elections**

Section 1. Nominations will be collected by the district division coordinator(s) from around the state for President-Elect, Secretary, and Treasurer with the help of the VMEA board and its members during even-numbered years or in the case of a special election during odd-numbered years. The nominees' information will be collected and formatted for the election and be presented to the membership for an election. (Approved March 1, 2021)

Section 2. Balloting: The election of the President-Elect, the Secretary and the Treasurer, using the nominations presented and approved by the board, will be conducted by the District Coordinator during May of the odd-numbered years.

Section 3. Election: A simple majority of those active members voting will be needed for election.

#### **Article V - Federation with the National Association for Music Education (NAfME)**

The VMEA functions as a federated organization of the NAfME. Any inconsistencies between this and the NAfME constitution will be resolved in favor of the NAfME constitution. In accordance with the NAfME constitution, it is stipulated that all members of VMEA must also be members of NAfME. All changes in the VMEA constitution will be reported to the NAfME National Executive Board. The board will annually determine the state dues that the NAfME will collect as part of their membership dues from each member. The NAfME will return those dues to the VMEA in a timely manner.

#### **Article VI - Affiliation with the Vermont National Education Association (VT-NEA)**

The VMEA will be a state affiliate of the Vermont National Education Association. Such affiliation will not restrict nor alter the provisions of this constitution and the accompanying by-laws; nor will it affect any associated organizations, nor the operations and activities hereof, nor the rights and privileges of individual members as herein set forth. There is no financial aspect of this affiliation.

#### **Article VII - Meetings**

Section 1. Fall Meeting: A members meeting will be held in conjunction with the VMEA Conference, unless otherwise arranged by the Board.

Section 2. Spring Meeting: A members meeting may be held in conjunction with the All State meeting held annually during the All State Music Festival.

Section 3. Board Meetings: The Board will, at its discretion, meet at least four times a year.

Section 4. Special Meetings: Special meetings may be called by the President upon the request of at least fifteen active members.

#### **Article VIII - Quorum**

A quorum for either a board meeting or a members meeting will consist of one-third of the full active membership. The President or the next-ranking officer (in the absence of the President) will preside over the meeting. A quorum is necessary to conduct any official business of the VMEA.

The board can take no action nor cannot officially meet without a quorum.

#### **Article IX - Disposition of Assets in Case of Disbandment**

Upon the dissolution of this corporations, the net assets shall be distributed for one or more exempt purposes within the meaning of section 501©(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **Article X - Associated Organizations**

An organization will be considered an associated organization if its national parent group is an associated organization of NAFME. VMEA will cooperate with such organizations in projects of mutual benefit and welcome representatives to Board meetings upon their request to the President.

#### **Article XI - Amendments**

Section 1. This constitution may be altered or amended by a two-thirds majority vote of those active members present and voting at any regular or special members meeting, or through an election ballot.

Section 2. All members will receive notice of the amendments at least thirty days in advance of the vote being held.

Section 3. Amendments to this constitution may be initiated by the Board or by a petition signed by at least fifteen percent of the full current active membership.

## **BY-LAWS**

### **Article I - Duties of Elective Officers**

Section 1. President: (1) Presides at meetings of the VMEA and of the Board; (2) Has the power to appoint committees not otherwise provided for in the constitution and by-laws; (3) Performs all other duties pertaining to the office, as outlined within the board manual.

Section 2. Vice-President: (1) Assumes the duties of the President in case of the disability or absence of the President; (2) Has such other duties as outlined within the board manual, or as assigned by the President.

Section 3. President-Elect: (1) Assumes the duties of the President in case of the disability or absence of the President and Vice-President; (2) Assumes the office of President when the current President's term of office expires; (3) Acts as Membership Chairman and will be directly responsible for maintaining, recruiting, and increasing membership in the VMEA; (4) Has such other duties as outlined within the board manual, or as assigned by the President.

Section 4. Secretary: (1) Keeps minutes of all meetings of the Board and the VMEA; (2) Keeps an accurate and complete record of all organization business and activities; (3) Submits to the editor of The Vermont Music Educator all information of interest or importance to the membership, including minutes of all meetings for publication; (4) Has such other duties as outlined within the board manual, or as assigned by the President.

Section 5. Treasurer: (1) Serves as the custodian of all funds of the VMEA; (2) Keeps an accurate record of dues paid by the members; (3) Presents an account of all money received and disbursed at each meeting of the Board and the VMEA; (4) Deposits all VMEA funds in a depository approved by the Board; (5) Disburses all VMEA funds including budget line items and as approved by the President and the Board; (6) Maintains the official membership list; (7) Has such other duties as outlined within the board manual, or as assigned by the President.

### **Article II - State Executive Board**

The State Executive Board will: (1) have general jurisdiction over and responsibility for the functions of the VMEA, including the division of VMEA into geographical areas; (2) fill unexpired terms of elective officers until the next regular election can be held; and (3) have responsibility

for the business management and operations of the organization, and for the management and control of the funds thereof.

### **Article III - Conflict of Interest**

Section 1: Compensation and Other Financial Arrangements With Officers, Directors, Trustees, Employees, and Independent Contractors: No board member may vote on any compensation in which they have a direct or indirect interest.

Section 2: Information: No board member may share directly or indirectly any prior knowledge of board dealings before that knowledge is made public.

### **Article IV - State Manager**

Section 1. Appointment: The State Manager is appointed and supervised by the President with the concurrence of the Board. The State Manager's performance will be reviewed at least annually by the Board.

Section 2. Consideration: The State Manager is considered the administrative officer of the VMEA and may vote on any board action except in relations to the State Manager position. The State Manager implements policies and procedures of the VMEA and has such other duties as outlined in the board manual, or as assigned by the Board.

Section 3. Compensation: The State Manager's compensation will be determined annually by the Board.

### **Article V - Duties of District Officers**

Section 1. District Coordinator: The District Coordinator is appointed by the President with the concurrence of the Board, and has the following responsibilities: (1) Ensure that each district has an elected chair / president by October 15th of each year; (2) Serve as a resource person for the districts, district members, and their students; (3) Oversee district activities to insure student opportunities for participation; (4) Make recommendations to the Board relative to district policies and activities; and (5) Has such other duties as outlined in the board manual, or as assigned by the President in concurrence with the Board.

Section 2. District Chair / President: The District Chair / President is elected by the members of their respective district, and has the following responsibilities: (1) Presides at all meetings of their district and represents their district at all meetings of the Board; (2) Has the power to appoint committees not otherwise provided for in the constitution and by-laws provided that the members of the formed committee are from within their own district; (3) Prepares agendas for their district meetings; (4) Prepares and provides communication of district activities throughout their district

and the state; and (5) Is responsible for implementing the overall program of the VMEA within their district.

Section 3. District Vice Chair / Vice President: The District Vice Chair / Vice President is elected by the members of their respective district, and has the following responsibilities: (1) Serve as an assistant to the District Chair / President; (2) Preside at district meetings in the absence of the Chair / President; and (3) has such other duties as may be assigned by the District Chair / President.

#### **Article VI - Limitation of Responsibility of Officers**

The authority and responsibility for the management and maintenance of the good will and credit of the VMEA is vested in the Board. It is understood that neither any member of the Board, nor any member of the association, will be required to accept financial responsibility for authorized bills or obligations or suits of litigation which may arise from authorized activities in the pursuit of the aims and objectives of the VMEA. It is further understood that no part of any net earnings will benefit any individual member of the VMEA.

#### **Article VII - Terms of Office**

Terms of office for the five state officers and the District Chair / President will be for two years normally beginning July 1st of odd-numbered years, or until their successors have been elected and installed, not later than the opening of the fiscal and administrative year following their election. The transfer of materials and records will take place prior to the first meeting of the new term.

#### **Article VIII - Publications**

The official publication of the VMEA is The Vermont Music Educator. Each district will communicate pertinent information through a district newsletter, through the website and/or through The Vermont Music Educator, informing the district and state of musical events and activities in each school in their district. Copies of the district newsletters should be sent to The Vermont Music Educator Editor.

#### **Article VIII - The Vermont Music Educator Editor**

Section 1. The Vermont Music Educator Editor is appointed by the President with the concurrence of the Board and serves at the pleasure of the Board.

Section 2. The Vermont Music Educator Editor is responsible for the organization and publication of each issue throughout the fiscal year.

Section 3. The Vermont Music Educator Editor is responsible for accounting of all receipts and disbursements in connection with the Vermont Music Educators and reporting on the financial status of the publication at each Board meeting.

Section 4. Compensation: The Vermont Music Educator Editor's compensation will be determined annually by the Board.

#### **Article IX - All State Music Festival**

Section 1. The All State Music Festival Director is appointed by the President and the VMEA Board and will work in cooperation with the VMEA Board in the planning and execution of the festival, as outlined in the board manual.

Section 2. Upon nomination by the President and the Board of the VMEA, the Assistant All State Festival Director will serve as the principal assistant to the Festival Director and have such responsibilities as may be assigned by the Festival Director.

Section 3. All other policies and matters concerning the All State Music Festival will be printed in the current All State Music Festival Handbook, made available to all VMEA members and interested others.

Section 4. Compensation: The All State Festival Director's compensation will be determined annually by the Board.

#### **Article X - VMEA Librarian**

Section 1. The VMEA Librarian is appointed by the President with the concurrence of the Board and serves at the pleasure of the Board.

Section 2. The VMEA Librarian is responsible for the maintenance of music belonging to the VMEA and receives and disburses music for the use of schools whose instructors are VMEA members, or any other activities as outlined in the board manual.

Section 3. The VMEA Librarian maintains accurate and current records of all items in the library and makes copies of such records available for the membership through the website.

Section 4. Compensation: The VMEA Librarian's compensation is determined annually the Board.

#### **Article XI - Dues and Fees**

The Board is responsible for setting the amount of dues to be paid for all categories of state membership and the amount of all other state fees. Changes in the amount of state membership dues must be approved by a simple majority of those active members present and voting at any regular or special meeting or through an election ballot.

#### **Article XII - Fiscal Year**

The fiscal year will be July 1<sup>st</sup> to June 30<sup>th</sup> of each year.

#### **Article XIII - Rules of Order**

A parliamentarian may be appointed by the President with the concurrence of the Board and will have in their possession a copy of Robert's Rules of Order, Revised Edition, for reference at all meetings.

#### **Article XIV - Amendments**

These By-Laws may be altered or amended by a simple majority vote of those active members present and voting at any regular or special meeting or through an election ballot. Other requirements may be prescribed in Article XI of the Constitution.