

BYLAWS OF THE TEXAS MUSIC TEACHERS ASSOCIATION, INC.

Adopted June 10, 1980, Houston.

Amended from 1982-2005

ARTICLE I. NAME

The name of this organization shall be Texas Music Teachers Association, Inc., hereafter known as TMTA.

ARTICLE II. OBJECT

The Association shall be organized and operated exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954. All activities of the Association shall be educational and shall be for the promotion of the art of music and the advancement of musical knowledge by disseminating the knowledge of musical activities and the appreciation of music.

The Association is not organized for profit and no part of its net earnings shall inure to the benefit of any individual or entity. The specific object of this permanent organization shall be:

- A. To stimulate self-improvement in the membership.
- B. To encourage support of all worthwhile musical activities which contribute to the cultural growth of our nation.
- C. To further student knowledge and skill in the field of music.
- D. To promote high standards in music education and performance.

The Texas Music Teachers Educational Foundation shall be a permanent organization. Said organization shall fund activities for the purpose of recognizing student achievement and expanding musical experience. In addition to student activities fees, said organization shall be maintained by contributions from TMTA, other organizations, and/or individuals, as permitted by the 501 (c) (3) classification of the Internal Revenue Code of 1954.

ARTICLE III. MEMBERSHIP

Section 1. There shall be six classifications of membership: Active, Associate, Ancillary, Honorary, TMTA Student Affiliate, and MTNA/TMTA Collegiate.

A. ACTIVE MEMBERS shall be qualified persons residing in Texas engaged in the teaching of any branch of music for remuneration. The Executive Board reserves the right to interpret the term "qualified." Active members shall pay state and national dues and may vote, hold office, and avail themselves of all opportunities offered by TMTA and MTNA. A local association having a provisional class of membership which limits participation of a member until certain standards of professional education and/or teaching experience have been fulfilled may abridge full participation until these requirements have been met.

Any Nationally certified MTNA member who transfers from another state shall be granted active membership by reciprocity. Any MTNA member not nationally certified who transfers from another state shall be granted active membership by reciprocity for a period of five years or until he/she has fulfilled the state and local association's full membership requirements. A teacher who retires after ten consecutive years of active membership may retain active status by payment of state and national dues.

Active Members shall pay TMTA and MTNA dues and agree to adopt the MTNA Code of Ethics as their personal model of professional conduct.

B. ASSOCIATE MEMBERS shall be teachers who live outside Texas but teach pupils residing in the state. Persons engaged in music merchandising and persons interested in the art of music who are not engaged in teaching are eligible for associate membership. Associate members shall pay state and national dues and may avail themselves of all opportunities offered by TMTA and MTNA except that they may not vote or hold office.

C. ANCILLARY MEMBERS shall be members of MTNA and TMTA. Ancillary members shall be eligible to attend conventions, vote, hold office, and receive publications. In order for their students to participate in SA activities, this member must join a local association.

D. HONORARY MEMBERS shall be charter members, past TMTA presidents, and other individuals who have given distinguished service to TMTA or to the art of music. Honorary membership shall be conferred upon each retiring TMTA president. Other candidates for honorary membership who are not active members and who are recommended by the Executive Board may be accepted by a majority vote of members present at any general session having a quorum. Persons so recommended may avail themselves of all opportunities offered by TMTA except that they may not vote or hold office. Honorary members shall have all the privileges of active members. Honorary members do not pay state dues but have the option of joining MTNA by paying MTNA dues.

Local associations have the privilege of bestowing honorary or life membership at the local level only. Such persons shall not be reported to the state and national associations unless they elect to pay state and national dues.

E. TMTA-STUDENT AFFILIATE (TMTA-SA)

(1) TMTA Student Affiliate members (TMTA-SA) shall be students who are currently involved in regular music study. TMTA-SA members must be studying with, and enrolled by, a MTNA/TMTA member teacher. Any student participating in TMTA-SA activities shall have paid SA dues. All TMTA-SA members are eligible to attend TMTA convention and enter all TMTA-SA activities upon payment of appropriate fees and meeting appropriate qualifications. TMTA-SA members may not vote, hold office, enter their students in auditions or competitions or apply for certification. Minimum and maximum age requirements for participation in TMTA-SA activities may be set by the Student Affiliate Committee and Coordinators.

(2) An exception to these dues requirements obtains in the few cases wherein an established teacher paying TMTA and MTNA dues, is continuing study and meets all appropriate qualifications for contests, activities, etc.

F. MTNA /TMTA COLLEGIATE members shall be persons who are members of an organized, chartered and affiliated MTNA collegiate chapter. These chapters shall be organized according to the rules set forth by MTNA by-laws, and must have a sponsor or advisor who is an active member of TMTA and MTNA. MTNA Collegiate Chapters may be seated as non-voting members of the TMTA Delegate Assembly and should submit reports to the Delegate Assembly and the Executive Board through the MTNA Compositions and Collegiate Director. MTNA Collegiate chapters, with the approval of their host institution may undertake joint projects or cooperate in mutually beneficial endeavors with a local association. If MTNA collegiate chapter members wish to enter their students in local student events, they must fulfill local requirements for regular Active Membership. MTNA Collegiate Chapter members may participate in TMTA-SA activities by fulfilling all current requirements for state participation. Requirements for MTNA competitions for both student and teacher are set by MTNA.

Section 2. Revocation of Membership

No person who has been convicted of a crime involving the sexual or other abuse of a person shall be a member of TMTA. Any accusation that a member of TMTA has been convicted of a crime involving sexual or other abuse of a person shall be reported to the President of TMTA, who shall immediately report the accusation to the President of MTNA, who shall appoint a three-person committee to ascertain the validity of a conviction. If the committee substantiates that a person has been convicted of a crime involving sexual or other abuse of a person, the President of MTNA shall immediately terminate the membership, the certification and the participation of that person. Any action authorized by the MTNA President in this resolution may be appealed to the Board of Directors of MTNA. Any membership terminated under this section shall be reinstated upon the filing with the MTNA President of a certified copy of the judgment reversing the conviction.

Section 3. An active or associate member may become certified by fulfilling the requirements for certification set forth by TMTA and MTNA.

ARTICLE IV. AFFILIATION

Section 1. Texas Music Teachers Association (TMTA) shall maintain affiliation with Music Teachers National Association Inc. (MTNA), and shall operate in accord with the aims and purposes of the national association.

Section 2. Affiliated local associations.

A. An affiliated local association shall include "Music Teachers Association" as part of its official name and shall use the phrase "Affiliated with the Texas Music Teachers Association."

B. Any organized group of music teachers may apply for affiliation with TMTA as a chartered local association by submitting to the Immediate Past President the following:

(1) By-laws, or constitution and by-laws, for approval, being certain nothing is contrary to the national constitution and by-laws or to the state by-laws and having a fiscal and membership year that coincides with that of TMTA.

(2) Yearbook

(3) Names of officers

(4) Complete roster of charter members

(5) MTNA Renewal Statements or New Member Application forms for all new MTNA/TMTA members.

(6) Check covering, in advance, state and national dues for all persons on that list.

(7) Letter requesting membership affiliation.

When the application is approved by the Immediate Past President, it shall be presented to the Executive Board for action at the next meeting. If the application is approved by the Executive Board, the Immediate Past President shall present the charter to the president or a designated member of the local association at the next state convention.

C. All affiliated member associations of TMTA shall meet and maintain the requirement that all local active and associate members also be members of TMTA and of MTNA.

D. Any local association which accepts active or associate members who do not also pay state and national dues, or any association whose membership drops below four qualified members paying local, state, and national dues, shall be placed on probation for a period of one year, after which time the Executive Board shall review the validity of the association's charter and may drop the local association from affiliation. An association may regain its affiliation by submitting to the Immediate Past President the following:

(1) Letter requesting affiliation

(2) Verification of qualified membership of five or more music teachers

(3) Names of officers

(4) Any bylaw changes

E. A local affiliated association as a unit may not affiliate with any state or national organization other than TMTA and MTNA. This does not prohibit a local association from affiliating with other organizations in local area cultural causes.

F. All changes in local association Bylaws or Constitution and Bylaws shall be filed in the TMTA Office. A copy of the Association's yearbook shall be sent to the TMTA Office and to the TMTA President.

An association desiring to change its name shall notify the Immediate Past President of the new title as soon as it is voted by the local membership.

Section 3. Unaffiliated members shall be those active and associate members who reside outside a 50 mile radius of a local association who are not affiliated with a local association. Those members requesting unaffiliated membership shall submit the request in a letter to the Immediate Past President of TMTA. All unaffiliated members shall also be members of MTNA.

ARTICLE V. DUES

Section 1. Active and associate members shall pay annual dues as proposed by the Executive Board and approved by the membership.

Section 2. MTNA/TMTA Collegiate members shall pay annual dues as proposed by the Executive Board and approved by the membership.

Section 3. Dues paid after April 15 by new members in all classifications except TMTA-Student Affiliate shall apply to the coming and current fiscal year.

Section 4. All classifications of membership including Honorary and excluding TMTA-Student Affiliate members shall pay the appropriate amount of dues to MTNA.

Section 5. TMTA-Student Affiliate members shall pay annual dues as proposed by the Executive Board and approved by the membership.

Section 6. Members in good standing who have attained the age of seventy (70) years will be assessed 75 percent of the regular amount of state dues required for the active membership classification.

ARTICLE VI. FISCAL YEAR

The fiscal year shall be from October 1 through September 30.

ARTICLE VII. MEMBERSHIP YEAR

Section 1. The membership year for all membership categories, except that of student membership, shall coincide with MTNA's fiscal year, July 1 to June 30. The student membership year shall be October 1 to September 30.

Section 2. Annual dues for all categories of membership shall be due on the first day of the membership year, after which date members are not in good standing nor entitled to any of the privileges of membership until dues are paid for the current membership year.

ARTICLE VIII. EXECUTIVE BOARD: OFFICERS AND DIRECTORS

Section 1. The officers and directors of the Association shall be of three classes: elective, appointive and automatic. These persons shall also constitute the board of the Texas Music Teachers Educational Foundation.

A. The elective board members shall be the President, President-elect, Vice-President for Business Activities, Vice-President for Student Activities and eight Directors.

(1) The President, President-elect, Vice-President for Business Activities and Vice-President for Student Activities shall be elected by the general membership for terms of two years each and may not be reelected to the same office.

(2) Two Directors shall be elected annually by the general membership for terms of three years each. A Director may be reelected to a second three-year term after not having served on the Executive Board for at least two years. This two year interim does not prohibit a current member of the Board of Directors from being nominated to serve as an officer during his/her term as an elected or appointed Board Member.

(3) One Director shall be elected annually by the Delegate Assembly for a term of two years and may not be reelected by the Delegate Assembly at any time. This Director may be elected by the general membership to a three-year term after not having served on the Executive Board for at least two years.

B. The appointive director, who has Executive Board voting privileges, shall be the Certification Chairman. This TMTA Chairman shall be appointed annually by the President with the approval of the Executive Board for a maximum of three consecutive years. He shall not be eligible for further service as a director on the Executive Board until after a period of at least two years.

An individual may be appointed by the President to serve in a vacancy. A person who has served a partial year may serve a full tenure after finishing the year created by the vacancy. The tenure for an appointive director is three years.

C. The automatic officer with voting privileges shall be the Immediate Past President. The automatic directors with voting privileges shall be the Chairman of the TMTA Trustees and the Chairman of the TMTEF Trustees.

Section 2. Duties of Officers and Directors

A. Elective

(1) The President shall preside at the General sessions and meetings of the Delegate Assembly, the Executive Board, and the Officers. He shall select the appointive directors and committee chairmen and shall have general supervision of the affairs of the Association. The President is an ex officio member of all committees except the Nominating Committee. He shall call meetings of any committee at his discretion or upon request of no less than six members of the Executive Board. He shall represent the Association at the National Conference.

If any vacancy occurs among the directors or committee chairmen during the year, the President, with the approval of the Executive Board, shall appoint a member of the Association to fill the unexpired term.

(2) The President-elect shall in the absence of the President perform all the duties of the office. He shall serve as program chairman for the annual convention, and as such shall serve as the Chair of the Convention Steering Committee.

(3) The Vice-President for Business Activities shall be the conservator of cumulative minutes and significant records. He shall take care of correspondence as directed by the President or as occasion demands. He shall make semi-annual and annual reports to the Executive Board and an annual report to the General Session of the Convention and to the Delegate Assembly. He shall oversee the accounts of all monies received and expended. He shall forward monthly to the Association's bookkeeper the records of monies received and dispensed for entry into computer record. He shall prepare all accounts of the Association for an annual audit by a certified public accountant who is not a member of the Association. He shall prepare a condensed summary of the annual audit for publication in the Texas Music Teacher magazine. The Vice-President for Business Activities shall be bonded. He shall attend the TMTA and TMTEF Trustees meetings as an ex officio member.

(4) The Vice-President for Student Activities shall serve as Chairman of the Student Affiliate Committee and Coordinators He shall recommend the Student Affiliate Coordinators and Student Affiliate Committee members to the Executive Board for approval and shall have supervision over all Student Affiliate activities. The Vice-President for Student Activities shall be an ex officio member of all Student Affiliate committees. He shall present an annual report to the Executive Board, to the SA Committee Coordinators, and to the Delegate Assembly.

(5) The elected Directors shall serve as representatives to the Executive Board for the TMTA Chairmen. The Directors may be assigned other specific duties by the President.

B. Appointive

The Certification Chairman shall promote the certification program within the state.

C. Automatic. The Immediate Past President shall serve as Membership Chairman with the responsibility of guiding new groups and individuals who wish to join the Association. He shall keep minutes of the meetings of the general sessions of the Association, the Delegate Assembly, the Executive Board, and the Officers, including a record of the number attending general sessions: transcribing such records and giving to the Vice-President for Business Activities for safe-keeping and/or distribution. In the absence of both the President and President-elect, he shall preside at the general sessions of the Association, the Delegate Assembly and the Executive Board meetings, appointing someone to take minutes.

D. The Trustees, acting with the TMTA Officers, shall oversee the conservation and increase of funds and make recommendations to the Executive Board for the best use of all monies in the trust of the Association.

ARTICLE IX. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nomination of officers and directors

A. Provisions applicable to all nominees:

(1) Persons nominated for office shall be members in good standing of both TMTA and MTNA.

(2) Nominees must consent if elected to attend all Executive Board meetings following the report of the election tellers at that convention.

B. Provisions for nomination of President, President-elect, Vice-President for Business Activities, and Vice-President for Student Activities:

(1) The slate of two nominees for Vice-President of Student Activities must be submitted by the Nominations and Elections Chair by November 1 in order to appear in the Texas Music Teacher publication. Each of the two nominees must have served a complete term on the Board of Directors and a complete term as a Student Affiliate Coordinator. These positions shall not be held simultaneously.

(2) One name shall also be listed for each of the following offices: President, President-elect and Vice-President for Business Activities. The progression from Vice-President for Student Activities to Vice-President for Business Activities to President-Elect to President shall be automatic except under most unusual circumstances.

(3) A vacancy in any elective office, VPSA, VPBA, President-elect or President, shall be filled by the President in consultation with the Officers and subject to the approval of the Executive Board. Any officer selected in this manner shall be placed on the ballot for the next election (whether a regular election year or an off-year for election of officers) and be duly elected by the membership. Write-ins shall be allowed. In the event of the death or resignation of the Immediate Past President, the office would be filled in a similar manner, but the appointment would stand to the fulfillment of the unexpired term.

C. Provisions for nomination of two Directors to serve three-year terms:

(1) Each local association shall be requested to recommend from its area a member to be considered for nomination. The recommendation shall be submitted to the Nominations and Elections Chair according to the procedures specified by the Executive Board.

(2) The nominee shall have consented to serve and shall not represent an association from which any Director has been elected at either of the last two conventions. If the nominee is a member of multiple associations, the association which is ineligible is the primary association as defined by the TMTA theory test.

(3) The Nominating Committee shall prepare a slate of four nominees for the two directorships.

D. Provisions for nomination of one Director to serve a two-year term.

(1) Nominees shall be Delegates in attendance at the Delegate Assembly.

(2) Nominations shall be made from the floor of the Delegate Assembly.

(3) The Nominees shall not have served previously as Directors elected by the Delegate Assembly, shall not represent an association from which any Director has been elected at either of the past two conventions, and shall have consented to serve if elected.

(4) This Director may be reelected after not having served on the Executive Board for at least two years.

E. Provision for election of TMTA Trustees:

In even-numbered years a trustee shall be elected for a term of six years by vote of the Executive Board, the last two years of which the Trustee shall serve as Chairman of the TMTA Trustees and shall be a voting member of the Executive Board.

Section 2. Election of officers and directors.

A. Provisions for election by the general membership:

(1) The Nominations and Elections Committee shall consist of two representatives elected from and by the Advisory Council of Past Presidents, three retiring directors from the Executive Board, and one TMTA member elected by the Delegate Assembly. The Advisory Council of Past Presidents shall name one of its two representatives as Nominations and Elections Committee Chair.

(2) The Nominations and Elections Committee shall be responsible for securing monitors for the ballot box. Each monitor shall check member eligibility at the location of the ballot box during the annual convention.

(3) Ballots shall be circulated to all Association members by publication in the Spring Issue of the Texas Music Teacher, and at the ballot box during stated hours at the state convention according to procedures specified by the Executive Board and printed on the ballot.

(4) The ballot shall list one nominee each for President, President-elect, Vice-President for Business Activities, and the two nominees for Vice-President for Student Activities. There shall be a line for a write-in candidate for each office. The ballot shall list four nominees for Director and shall have two lines for write-in candidates for Director with members voting for two Directors.

(5) The Vice-President for Student Activities shall be elected by a plurality.

B. Provisions for election by the Delegate Assembly:

(1) Voting shall be by secret ballot at the meeting at which nomination are made.

(2) Only certified Delegates in attendance may vote. There shall be no votes by proxy.

(3) Ballots shall be collected, sealed in an envelope, and placed in the Association ballot box to be tabulated and reported by the election tellers to the President at the final General Session.

C. At the beginning of the last General Session the association ballot box shall be declared closed. The President shall appoint three or more tellers who shall tabulate the ballots and shall hand a written report to the President to be read at the conclusion of the same session.

Section 3. Assumption of duties: Officers, Directors, and Chairmen shall assume their duties on July 1 following the Convention at which they are elected; excepting the Vice-President for Business Activities who shall assume his duties on August 1.

Section 4. No officer may hold a national, division or state office concurrently except the Immediate Past President.

ARTICLE X. EXECUTIVE BOARD AND OFFICERS

Section 1. The Executive Board shall consist of the elective, appointive and automatic officers and directors. In order to emphasize and advance particular projects, the otherwise fully constituted Executive Board may elect one to three additional members chosen from chairmen of committees not otherwise represented on the Executive Board for terms of one year each.

A. The Executive Board shall exercise general supervision and control of the affairs of the Association.

B. The Executive Board shall submit and vote on slates of names for a trustee for TMTEF and a trustee for TMTA. The Immediate Past President shall request names for each slate from Executive Board members.

C. Meetings of the Executive Board shall be held in conjunction with the annual convention.

D. Special meetings of the Executive Board may be called by the President, or upon the request of not less than six members of the Executive Board.

E. When special meetings are impractical, the President may submit items of business by electronic mail or by post to the full membership of the Executive Board, requesting a vote by mail. For a members' vote to count a signature line must be provided for each item submitted. These votes must be retained and given to the Immediate Past President when results are being read into the minutes at the next meeting. A majority vote of the Executive Board members shall determine the disposition of the business, provided that a sufficient number of votes have been received to account for a quorum of the Executive Board.

F. A majority of the voting membership of the Executive Board shall constitute a quorum.

Section 2. The Officers shall consist of the President, President-elect, Vice-President for Business Activities, Vice-President for Student Activities and Immediate Past President.

A. Officer meetings shall be called by the President. Special Officer meetings may be called by the President upon request of not less than three officers.

B. The Officers shall have power to act between conventions when it is not possible to call together or poll the Executive Board. The Officers shall be responsible to the Executive Board. When submitting the actions of the Officers to the Executive Board any board member may request recommendations, discussion and decisions relative to matters which affect TMTA membership as a whole, particularly in area of personnel and policy, whether monetary, substantive or procedural.

C. The Officers may act on all business of the association except on matters involving the expenditure of more than \$1500.00, or the nomination of officers or directors who, if elected, would serve on the Executive Board. Quorum for conduct of Business shall be three members. Either the President or the President Elect must be present.

D. The Officers are responsible for the appointment and retention of the TMTA office personnel and for establishment of a remuneration level and of working conditions within guidelines established by the Executive Board and/or the Officers. The office personnel shall be bonded.

E. A majority vote of the five members shall be required for any action.

Section 3. Assisting the Executive Board shall be the Advisory Council of Past Presidents whose convener and representative on the Board shall be the Immediate Past President. Any member of the Advisory Council may attend meetings of the Board without vote on application to the President.

ARTICLE XI. COMMITTEES

Section 1. Committees shall be appointed by the President with annual approval of the Executive Board. Their tenure shall not exceed three years.

Section 2. The names of standing committee chairmen shall be listed in the Texas Music Teacher publication. Their duties may be found in a Job Description Manual presented to each chairman.

Section 3. The President shall serve as an ex officio member of all committees except the Nominating Committee.

Section 4. If an appointed chair is not performing the duties of the office, the President may ask for his or her resignation, and he or she may be removed with the approval of the board.

ARTICLE XII. TMTA-STUDENT AFFILIATE COMMITTEE and COORDINATORS

Section 1. The Vice-President for Student Activities shall serve as Chairman of the Student Affiliate Committee and Coordinators. The Chairman shall recommend the members of the SA Committee and Coordinators to the Executive Board for approval. Business of the association may be conducted electronically. The VPSA reports the proceedings of the SA Committee and Coordinators and brings its motions to the board for information and approval on matters of procedures, curriculum, committee structure, and finance. He is responsible for keeping forms and information current on the website and for communication with the membership. He is responsible for keeping forms and information current on the website and for communication with the membership.

Section 2. The SA Committee shall be responsible for the execution of all duties pertaining to the administration of TMTA-Student Affiliate.

Section 3. The SA Committee shall be made up of Coordinators and Chairmen of the various Student Affiliate activities. Each SA coordinator and/or chairman shall present to the SA Committee and Coordinators an annual report which shall be filed with the Vice-President for Student Activities.

Section 4. Student Affiliate Coordinators who have the primary responsibilities for operation of specific Student Affiliate activities shall be voting members of the SA Committee and Coordinators.

Section 5. All activities of the SA Committee are funded through the Texas Music Teachers Association.

ARTICLE XIII. CONVENTIONS

Section 1. The Association shall hold an annual convention at a site chosen by the Executive Board. Notification and information shall be printed in the Texas Music Teacher publication.

Section 2. The Convention Steering Committee, chaired by the President-elect, and the state association shall abide by the responsibilities and the distribution of expenses and any surplus as outlined in the Convention Procedures Handbook.

Section 3. No fees or honorariums shall be paid to guest performers or speakers. Reimbursement for expenses of guest performers and speakers may be authorized by the President. Total reimbursement paid a guest performer or speaker shall not exceed \$100.00 without approval of the Executive Board.

ARTICLE XIV. GENERAL SESSIONS

Section 1. General Sessions are scheduled assemblies at the annual convention open to members and guests at which business may be transacted by members and a program may be presented. The President shall preside, and the Immediate Past President shall take minutes.

Section 2. Ten percent of the voting members registered at the convention shall constitute a quorum.

ARTICLE XV. DELEGATE ASSEMBLY

Section 1. The Delegate Assembly shall consist of all unaffiliated members and of the official representatives from each local association.

A. Each unaffiliated member has the privilege of attending as an official Delegate by writing his intent to the TMTA Office by May 15. Letters postmarked after that date shall not be accepted.

B. Each local association shall be entitled to a minimum of two Delegates.

(1) If the local association has 50 members or less it may have two Delegates, 51 through 100 members, three Delegates; and correspondingly may increase its representation by one Delegate for each additional increment of 1 through 50 members.

(2) The number of members used to determine representation shall be the number reported by the TMTA Office on October 31 preceding the convention.

(3) Delegates having membership in more than one association may represent only one association at the Delegate Assembly.

The Local Association President shall submit the Local Association Report that includes names of Delegates and Alternates to the TMTA Office by the announced date. Changes postmarked after that date shall not be accepted, and the association shall forfeit the representation of a reported Delegate who does not attend.

Section 2. The Delegate Assembly shall meet one or more times during the convention. The TMTA President shall preside and the TMTA Immediate Past President shall take minutes. In the absence of the President and the President-elect, the Immediate Past President shall preside, appointing someone to take minutes.

A. Meetings shall be open to any interested person as an observer, but only official Delegates shall introduce business, participate in discussion unless invited by the President, make nominations, or vote.

B. Recommendations may be directed only to the Executive Board.

Section 3. The purposes of the Delegate Assembly shall be:

A. To exchange reports of significant activities.

B. To make recommendations to the Executive Board for the benefit of the Association.

C. To receive confirmation of official actions by the Executive Board, Student Affiliate Coordinators and the General Sessions.

D. To elect annually one Delegate to serve a two-year term as a Director of the Executive Board.

E. To elect annually one member to serve a one year term on the Nominations and Elections Committee.

ARTICLE XVI. PUBLICATION

Section 1. The Association shall provide an official publication, the Texas Music Teacher.

Section 2. The publication shall be distributed to all active, associate, honorary, and TMTA/MTNA Collegiate members.

Section 3. The responsibility for the content and publication of the Texas Music Teacher shall be in the editorial staff consisting of a Managing Editor, TMTA Editor, Student Affiliate Editor, and such other persons as are needed for the publication.

Section 4. The Bylaws of the Association shall be published annually in the Texas Music Teacher.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the proceedings of the Association, except in such cases as are covered by Bylaws and Standing Rules adopted by the Association.

ARTICLE XVIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Texas Music Teachers Association shall, to the fullest extent to which it is empowered to do so by the Texas Non-Profit Corporation Act or any other applicable laws as may from time to time be in effect indemnify every director, officer or employee of the corporation against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer or employee of the corporation, or any settlement thereof, whether or not he is a director, officer or employee at the time such expenses are incurred except in such cases wherein the director/ officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or employee may be entitled.

ARTICLE XIX. DISSOLUTION

In the event of the dissolution of the Association for any reason, any funds or other assets of the Association remaining after settlement of the liabilities of the Association shall be contributed to the Music Teachers National Association Foundation, Inc.

However, if such entity does not then qualify under the Internal Revenue Code of 1954, or is otherwise unable or unwilling to accept such contribution, the assets shall be distributed as the Executive Board determines to one or more organizations which qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE XX. AMENDMENTS

Section 1. These Bylaws may be amended at any General Session provided a quorum is present. A two-thirds majority of the votes cast shall be required to amend these Bylaws.

Section 2. A proposed amendment shall be submitted in writing to the Executive Board prior to being presented to the General Session. A proposed amendment shall be published, posted, or read aloud at a General Session at least eighteen hours before action may be taken upon it.

Bylaws of the Texas Music Teachers Educational Foundation Inc.

State of Texas Certificate Number 543622

Filed December 22, 1980

ARTICLE I.

The name of this corporation shall be Texas Music Teachers Educational Foundation, Inc.

ARTICLE II. OBJECT

The Texas Music Teachers Educational Foundation, Inc. is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954. All activities of the corporation shall be educational and shall be: for the promotion of the art of music and the advancement of musical knowledge by disseminating the knowledge of musical activities and the appreciation of music.

ARTICLE III. DIRECTORS

The members of the Board of the Texas Music Teachers Association shall be the directors of the corporation.

ARTICLE IV. TRUSTEES

In even-numbered years a trustee shall be elected for a term of six years by vote of the Executive Board, the last two years of which the Trustee shall serve as Chairman of the TMTEF Trustees and shall be a voting member of the Executive Board. They shall oversee the conservation and increase of funds and make recommendations to the directors for the best use of monies in the trust of the foundation.

ARTICLE V. FISCAL YEAR

The fiscal year shall be from October 1 through September 30.

ARTICLE VI. FISCAL POLICY

Pursuant to the stated object of the Corporation scholarships, honoraria, prizes and other appropriate donations shall be awarded for the purpose of recognizing student achievement and improving the quality of musical experience provided students and teachers affiliated with the Texas Music Teachers Association. No part of the net earnings of the corporation shall be distributed or otherwise inure to the benefit of any director, officer, or member of the corporation or any individual having a personal or private interest in the activities of the corporation; provided, however, that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of its purpose. No gift or contribution of property or funds of the corporation shall be made to any organization which engages in any activity in which the corporation is precluded from engaging or to any person for the purpose of engaging in any such activity.

The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may be hereafter amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Texas Music Teachers Educational Foundation, Inc. shall, to the fullest extent to which it is empowered to do so by the Texas Non-Profit Corporation Act or any other applicable laws as may from time to time be in effect, indemnify every director, officer or employee of the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a part or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation, or any settlement thereof, whether or not he is a director, officer, or employee at the time such expenses are incurred, except in such cases where in the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

ARTICLE VIII. DISSOLUTION

In the event of liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, the directors shall dispose of the property and assets of the corporation in such manner as they, in the exercise of their discretion, and by majority vote, may determine furthers the objects and purposes of the corporation, and no part of any such disposition shall inure to the benefit of any director, officer, or member of the corporation or any individual having a personal or private interest in the affairs of the corporation, and further provided, that no part of any such disposition may be made to any organization unless such organization is qualified as tax exempt under Section 501(c) (3) of the Internal Revenue Code of 1954 as amended and unless contributions to such organization are deductible under Section 170 (c) (2) of such Code as amended.