

2021 revisions are dutifully written by Tony Boldt (Band VP), Amanda Kaus (MSHSL Rep), and Jerri Neddermeyer (Executive Director), to be reviewed and recommended to the general membership vote by the Board of Directors at the 9.11.21 meeting.		
Approved by General Membership January 2022		Notes
<b>ARTICLE I. Name and Purpose</b>		
Section 1	Name - The name of the organization shall be the Minnesota Music Educators Association	
Section 2	Object - The object of this organization shall be mutual helpfulness and the promotion of good music through the various agencies of music education.	
Section 3	Affiliation - This organization shall function as a state unit of The National Association for Music Education (NAfME) and the North Central Division of NAfME.	If we wish to sever ties with NAfME, we have to have vote of the membership.
Section 4	Relations - This organization shall maintain a close relationship with the National Education Association, Education Minnesota, other affiliated State Music Education Associations, as well as with other state and national associations of wind, string, percussion, vocal, and classroom music instructors.	
<b>Article II. Membership</b>		
Section 1	Active Membership - All persons actively engaged in music education (including people interested in music education but not actively employed, and those who are retired music educators) may become an active member of this association upon payment of the prescribed dues. Active members, whose dues are fully paid, shall have the privilege of voting. Only active members who are employed by schools, colleges, and other recognized organizations, may be elected to any office of this association. Additionally, retired music educators may seek election and serve the term of office if they have a significant lifetime service in music education (as deemed by the vote of the membership when officer is elected) and if recently retired under 5 years of running for elected office. Officers who were elected when in compliance with these requirements may continue office out of compliance for the remainder of the term only with a quorum resolution of the Board of Directors.	
Section 2	Sustaining Membership - Any firm or institution desiring to contribute to the support of this association may become a sustaining member upon payment of the prescribed dues. Sustaining membership entitles one person from the firm or institution to the rights and privileges for active membership providing such persons qualify for active membership as stipulated in Section 1 of this article.	
Section 3	Student Membership - Student Chapter Membership shall be open to students of music education at the college level who are not employed as teachers. Student members shall receive all privileges of active members except the right to vote and hold offices.	
Section 4	Life Membership - The Minnesota Music Educators Association shall extend to all persons holding Life Membership in The National Association for Music Education the rights and privileges of active membership in the association.	
Section 5	Membership Dues -- Annual dues for active members, retired members, sustaining members and student members shall be determined by the MMEA Board of Directors.	
<b>Article III. Board of Directors</b>		

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<b>Notes</b>	
Section 1	Officers - The officers of this organization shall be: President; President-Elect; Past President; and Vice-Presidents (number and function to be determined by the Board of Directors with priorities given to balanced age, music focus, and program needs; potentially one each to serve band, choir, orchestra, jazz, elementary classroom, middle/secondary ensemble+, middle/secondary general, collegiate). The President-Elect shall be elected by a mail or electronic ballot in January of each odd numbered year by the general membership of the association. VP-elect are voted on in even-numbered years and serve one year training (nonvoting) followed by a two-year term.
	In the event that the President should be unable to fulfill the duties of office, the line of succession to the uncompleted portion of the term shall be: (1) the Past-President; (2) the President-Elect; and 3) one of the Vice-Presidents selected by the MMEA Board of Directors. In the event that a VP should be unable to fulfill the duties of office, the line of succession to the uncompleted portion of the term (in addition to their own elected active term) shall be VP-Elect or a VP-Elect from the next closest area of concentration.
	In the event that the President-Elect should be unable to fulfill the duties of the office, the line of succession to the uncompleted portion of the term shall be one of the Vice Presidents selected by the MMEA Board of Directors. In the event that a clear line of succession is not present for any position due to extenuating circumstances, the Board of Directors will define a path for leadership assignments by quorum vote.
Section 2	Government -- The government of this organization shall be vested in the officers and a MMEA Board of Directors. The MMEA Board of Directors shall consist of eight geographical representatives based on the region structure of the Minnesota State High School League.
	Director representing - Regions I-II AA
	Director representing - Regions III-IV AA
	Director representing - Regions V-VI AA
	Director representing - Regions VII-VIII AA
	Director representing - Regions I-II A
	Director representing - Regions III-IV A
	Director representing - Regions V-VI A
	Director representing - Regions VII-VIII A
	One Director for each of the regions shall be elected by a mail or electronic ballot by the general membership of the association. Half of the region reps will be elected in each year to perpetuate a stagger in term turn over. Directors must be elected by vote of the region's membership only and shall serve for a term of two years. Additionally, Region Reps must be eligible for election to office under the same stipulations defined by Article II, Section 1.

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Section 3	Vacancies - With the exception of the offices of President and President-Elect as described in Section 1 of this article, vacancies in any Board of Directors position may be temporarily filled by the MMEA Board of Directors upon recommendation of the President, with consideration given to the candidates participating in recent election via ranked-choice voting.
Section 4	Council of Chairs - The following positions may serve as ex-officio non-voting members on the Council of Chairs: (1) the music representative of the Minnesota State High School League (MSHSL), who is elected to the MSHSL Board according to MSHSL bylaws and subsequently appointed to the MMEA Board; (2) a representative of the state agency responsible for arts education policy; (3) an Editor position responsible for communications with members, especially via the print journal; (4) such other persons as appointed by the President with the approval of the MMEA Board of Directors; and (5) other such positions defined by the approval of the Board of Directors. The Council of Chairs is intended to provide wider perspective and challenge bias within the organization in order to create more informed decision making by the Board of Directors. Council of Chairs are subject to the same maximum concurrent term limit restrictions as any other member of the Board of Directors. Each President may choose the delegates each defined position during their two year term as President, but the recommendation must be approved by quorum vote by the Board of Directors.
Section 5	Meetings - Regular meetings of the MMEA Board of Directors shall be held a minimum of three times per year either in person or via remote electronic/phone/video meeting. Special meetings of the MMEA Board of Directors may be called by the President's discretion or upon the request of not less than four members of the MMEA Board of Directors.
Section 6	Quorum - A quorum of the MMEA Board of Directors shall consist of not less than one-third of the members of the board and shall include representation of not less than one-half of the regions of the state.
Section 7	Removal - The Board of Directors, by quorum vote, may remove a person from board service or candidacy for any of the following infractions: criminal or civil misconduct, disciplinary dismissal from a position of employment, mismanagement of MMEA funds, failure to follow MMEA protocol, lapse in fiduciary duty including but not limited to excessive absence from board and committee meetings or otherwise not fulfilling the duties of office, or use of abusive language or conduct at meetings. Additionally, a person may be removed from office by a unanimous vote of no confidence from the remaining voting members of the Board of Directors. No person may be removed from office or candidacy without notice of the vote or the opportunity to speak with the Board of Directors for a reasonable length of time prior to the vote. Exceptions to standard removal for extenuating circumstances is at the complete discretion of the voting members of the Board of Directors.
Section 8	Term Limits - Members of the board of directors shall hold office for a term of two years as full voting members of the board. Directors may be re-elected for multiple terms as VP or Region Rep, or serve multiple terms on the Council of Chairs. No person may serve more than ten concurrent years on the Board of Directors. Exceptions due to extenuating circumstances may be made by a resolution passed by quorum vote.

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Section 9	<p>Action Without a Meeting - Action Without a Meeting.</p> <p>Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication as permitted by the Minnesota Nonprofit Corporation Act, by the number of Directors required to take the same action at a meeting of the Board of Directors at which all Directors are present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors all of the Directors, unless a different effective date is provided for in the written action. When written action is taken by fewer than all of the Directors, all Directors shall be notified immediately of its text and effective date; however failure to provide such notice shall not invalidate the written action. As used in these Bylaws, the term “authenticated electronic communication” means any form of communication, not directly involving the physical transmission of paper, that:</p> <ul style="list-style-type: none"> <li>a. Creates a record that may be retained, retrieved and reviewed by the recipient of the communication;</li> <li>b. May be directly reproduced in paper form by the recipient through an automated process;</li> <li>c. Is delivered to the organization’s principal place of business or to an officer or agent of the organization authorized by the organization to receive the communication; and</li> <li>d. Sets forth information from which the organization can reasonably conclude that the communication was sent by the purported sender.</li> </ul>	
<b>ARTICLE IV. Committees</b>		
Section 1	Standing or special committees of the state organization may be appointed by the President with approval of the MMEA Board of Directors.	
<b>ARTICLE V. Executive Committee Duties</b>		
Section 1	Authority - The executive authority for the administration of the affairs of the state association shall be vested in the President, Past President, and President-Elect, who shall have the status of the MMEA Executive Committee; it being understood, however, that all actions of these officers not specifically authorized by the constitution and by-laws of the association shall be subject to the approval of the MMEA Board of Directors.	
Section 2	President - The President shall preside at all meetings and shall be responsible for the general administration of the duties of the chief executive officer of the association	
Section 3	Treasurer – The Past President shall act as Treasurer of the corporation. The Treasurer shall review and approve all financial statements and budgets prior to presentation to the Board. The President may appoint a special advisor to the Treasurer with expertise in financial management and operations.	

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Section 4	External Financial Review - When Minnesota law requires an external audit (based on annual expenses), the MMEA Executive Committee shall ensure an external financial review of the association books is conducted. The final review or audit report will be reviewed by the MMEA Board of Directors at a regularly scheduled board meeting. Annual financial report will be reviewed by the Board of Directors even when an external audit is not required by Minnesota law. An external audit may also be required by quorum vote even when legal annual expense threshold does not mandate an external audit by Minnesota law, but the Board of Directors must additionally agree that the cost of an external audit is necessary and not an undo financial hardship on the organization.	
Section 5	Annual Reports – The MMEA Executive Committee shall ensure that annual reports showing income, expenditures, and obligations, and program accomplishments shall be available to the Board, the membership and the public.	
Section 6	National Representation – The President shall represent MMEA as a member of the Board of the North Central Division and the National Assembly of the National Association for Music Education as prescribed in the Constitution of the national organization.	
<b>ARTICLE VI. Meetings of the Membership</b>		
Section 1	Annual Meeting - An Annual Meeting of the membership shall be held in conjunction with the MMEA Midwinter Clinic. Notice regarding the time and place of the Annual Meeting will be made at least four weeks in advance of the meeting.	
Section 2	Quorum - The members present at any properly announced Annual Meeting shall constitute a quorum.	
Section 3	Voting - All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.	
<b>ARTICLE VII. Financial Obligations</b>		
Section 1	The state association shall not be obligated financially to any of the eight regions unless proper authorization is so given by the MMEA Board of Directors	
<b>ARTICLE VII. Executive Director</b>		
Section 1	The executive director is hired by the Board, and duties of the position will be set by the Board. The executive director has day-to-day responsibilities for the organization, including carrying out the goals and policies of the organization. The executive director shall keep an accurate record of members and shall present at each meeting of the Board an account, approved by the MMEA Executive Committee, of all monies received and disbursed. The executive director shall attend all meetings of the Board of Directors and the Executive Committee.	
<b>ARTICLE IX. Amendments</b>		
Section 1	Proposed amendments to these bylaws shall be presented for approval to the elected MMEA Board of Directors prior to the regular January Board Meeting. Such amendments shall become effective upon two-thirds majority approval of a mail or electronic ballot cast by the general membership of the association.	