

THE WASHINGTON MUSIC TEACHERS ASSOCIATION, INC.

BY-LAWS, Revised and Approved, February 24, 2009

ARTICLE I - NAME

The name of this organization shall be The Washington Music Teachers Association, Inc, hereinafter referred to as "WMTA" or "Association". Located in the District of Columbia, WMTA is a not for profit affiliate of the Music Teachers National Association (MTNA), Cincinnati, Ohio, an IRS Code Section 501(c)(3) organization.

ARTICLE II - PURPOSE

Section 1. The purpose of the Association is the advancement of musical knowledge and education.

Section 2. Activities of the Association are aimed at the promotion of the art of music and the advancement of musical educational activities and the appreciation of music among the people of the community.

Section 3. WMTA is not organized for profit and no part of the net earnings of the organization shall inure to the benefit of any individual. 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 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 prohibited under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III - MEMBERSHIP

Section 1. Membership classifications in this Association shall be: Active, Associate, Life and Honorary.

A. Active membership is open to all persons professionally engaged in any field of musical activity who are members of WMTA and MTNA. Active members shall have the right to vote, hold office, enter students in WMTA events and receive official publications of WMTA. WMTA expects its members to adopt the Code of Ethics as their personal model of professional conduct.

B. Associate members shall be those taking an interest in music and the functions of the organization or former active members who have moved away from the Washington Metropolitan area. Associate members shall be entitled to all the privileges of WMTA membership including appointments to the Board of Directors, but they may not hold elective office.

C. Life Members shall be those members of WMTA who have given notable service, and shall include those who have served as President of WMTA. Past Presidents automatically become Life Members. Others shall be nominated by a majority vote of the Board of Directors and elected by a majority of the general membership. Life members shall not pay dues and shall have all the rights and responsibilities of active members.

D. Honorary members shall be eminent musicians or patrons of music who have rendered notable service to WMTA or to the cause of music in the Washington metropolitan area. Honorary members shall be nominated by a majority vote of the Board of Directors and elected by a majority vote of the general membership voting. Honorary members shall not pay dues and shall neither vote nor hold office.

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

Section 3. Membership dues shall be determined by the Board of Directors.

Section 4. The membership year for all categories of membership shall coincide with the fiscal year, beginning July 1 and ending June 30.

ARTICLE IV - REVOCATION OF MEMBERSHIP

Section 1. No person who has been convicted of a crime involving the sexual or other abuse of a person shall be a member of WMTA. Any accusation that a member has been convicted of a crime involving sexual or other abuse of a person shall be reported to the President of WMTA, who shall immediately report the accusation to the President of MTNA. Upon substantiation that a member has been convicted of a crime involving sexual or other abuse of a person, the President of WMTA shall immediately terminate the membership and participation of that member from all activities and competitions of WMTA. Any action authorized by the President of WMTA in this resolution may be appealed to the Board of Directors of WMTA. Any membership terminated under this section shall be reinstated upon filing with the President of WMTA a certified copy of the judgment reversing the conviction.

Section 2. Any member may have their membership terminated if the member has violated any of the By-laws, Code of Ethics, or Rules adopted by the Board of Directors. Such revocation requires an approval of two-thirds vote of a Board quorum. Any member who had their membership terminated by the Board may apply for membership after two years have passed since the termination. (Additionally, see Article XVII).

ARTICLE V - OFFICERS

Section 1. Officers of WMTA shall be: President, President-Elect, Treasurer, and Secretary. Only active members shall be eligible for elective offices. These elected officers and the Immediate Past President shall comprise the Executive Committee.

Section 2. The Executive Committee shall be advisory only and meet at the discretion of the President, or at the request of a majority of the Board.

ARTICLE VI - ELECTION OF OFFICERS

Section 1. Any member in good standing of WMTA may nominate him or herself as an Officer, and may nominate any other member in good standing, with that person's consent. Members must notify the President in writing of any nominations.

Section 2. A Nominating Committee shall be elected by the Board of Directors in odd numbered years to nominate WMTA Officers. The committee shall consist of three members from the Board and two members from the general membership. The committee shall elect its own chair. If a vacancy occurs on the Nominating Committee, the replacement member shall be the prospective committee member having received the next highest number of votes who was not selected in the balloting for the Nominating Committee members. No members shall serve on the Nominating Committee without their consent.

Section 3. The Nominating Committee shall prepare a slate of not more than two candidates for each office. The slate shall appear in an issue of an official WMTA publication at least twenty days prior to the date of the annual meeting.

Section 4. The members of WMTA shall elect the officers by a majority vote of the members present at the annual meeting held in odd numbered years. Nomination from the floor shall be allowed, provided the nominee is eligible for election and has consented to be a candidate. This consent shall be given in writing or given in person at the meeting.

Section 5. Election by the members shall be by secret ballot, and each office shall be voted on separately. In the event of only one nominee for an office, the President may recommend election by general consent of the membership, in which case, no vote need be taken.

Section 6. The President-Elect, upon completion of his or her term of office, shall become President of WMTA. Should the elected president-elect be unable to assume the Presidency, a President shall be nominated by the Nominating Committee and voted on in the same manner as the other Officers.

Section 7. Each Officer shall be elected for a term of two years.

Section 8. The term of office for each Officer begins and ends at the final Board of Directors meeting of the fiscal year.

Section 9. No Officer of WMTA may hold a national or divisional office in MTNA concurrently except the Immediate Past President.

Section 10. Any Officer or Director who resigns before the end of his or her two-year term must file a Letter of Resignation with the Secretary, stating the effective date of the resignation.

Section 11. A vacancy in any office, except that of President, shall be appointed by the President in consultation with and

approval of the WMTA Board of Directors. If the President resigns before the end of his or her two-year term, a new election must be held in accordance with this Article.

ARTICLE VII - DUTIES OF WMTA OFFICERS

Section 1. The President shall be the principal elective officer of WMTA and shall preside at meetings of the WMTA Board of Directors and the general membership. The President shall appoint the non elected members of the Board of Directors, which are chairs of the various committees and serve as a member ex officio of all committees except the Nominating Committee. The President shall report violations of the Code of Ethics to the Board of Directors for further action. The President shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by WMTA.

Section 2. The President-elect shall assume all duties of the President in the absence of that officer and shall perform such other duties as may be designated by the President and/or Executive Board or prescribed by the parliamentary authority of the association. The President-Elect shall be the Student Activities Chair.

Section 3. The Treasurer shall be responsible for overseeing, in cooperation with the President, all financial affairs of WMTA. The Treasurer shall collect all moneys belonging to WMTA, make disbursements, keep an accurate account of the foregoing transactions, render a statement of the condition of the treasury at any business meeting or at any time when the President or the Executive Board may request the same, and at the expiration of his or her term of office turn over to his or her successor in office all books, records, papers, and other properties of WMTA.

Section 4. The Secretary shall keep the minutes of all meetings; see that reports, statements, and other documents required by law are properly kept and filed; keep copies of all official correspondence of WMTA; and at the expiration of his or her term of office, shall turn over to his or her successor in office all books, records, papers and other properties of WMTA. The Secretary also will ensure that all changes to the By-laws or Rules are published in accordance with Article XIV.

ARTICLE VIII- WMTA BOARD OF DIRECTORS

Section 1. All Directors other than Officers are appointed to a two-year term by the President. The WMTA Board of Directors shall be composed of the Officers of WMTA, the chairs of the various committees, and others at the discretion of the President.

Section 2. The term of office for each Director ends at the final Board of Directors' meeting of the fiscal year of the second year of their term.

Section 3. The WMTA Board of Directors shall determine policies of WMTA within the limits of the Bylaws. It shall actively pursue the purposes of WMTA and shall have discretion in the disbursement of all funds of WMTA. It may adopt such rules and regulations for the conduct of WMTA business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 4. In order to transact business, a quorum consisting of at least seven members of the Board of Directors, at least one of them being the President or President-Elect, must be present.

Section 5. Any member of the Board of Directors may submit items of business by mail to the full membership of the Board of Directors requesting a vote via a mail ballot to the President. The contents of the proposals and the results of such mail ballots shall be reported to the Secretary, approved and incorporated in the minutes of the next meeting of the WMTA Board.

Section 6. Any board member or officer may be removed for any legally permissible reason upon a two-thirds vote of a Board quorum.

ARTICLE IX - COMPENSATION

Section 1. No Officer or Director is entitled to a salary or honorarium. The Board of Directors of WMTA may authorize reimbursement for all expenses incurred in connection with the performance of services for WMTA, including but not limited to attendance at annual, regular, or special meetings of WMTA or MTNA.

Section 2. The Board may authorize payment of a salary or honorarium to any person who provides services to WMTA.

ARTICLE X - COMMITTEES

Section 1. The President, subject to the approval of the Board of Directors, shall appoint such standing and ad hoc committees and chairs as may be required by the Bylaws, or as he or she may deem beneficial to WMTA.

Section 2. The President shall be a member ex-officio of all committees, except the Nominating Committee, and only members in good standing may participate in such committees.

ARTICLE XI - MEETINGS

Section 1. There shall be a general membership meeting of WMTA in the Spring of each year. Notice of such meeting shall appear in the WMTA Directory and on the official WMTA website.

Section 2. A quorum of ten members shall be necessary for the election of officers or for transaction of business at any general membership meeting.

Section 3. The WMTA Board of Directors shall meet five times each year as determined by the President and announced in the WMTA Directory. Special meetings of the WMTA Board may be called by the President, or at the request of seven members of the WMTA Board, or upon a signed petition from twenty-five active members of WMTA.

ARTICLE XII - 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 national association.

ARTICLE XIII - LIABILITY AND INDEMNIFICATION

Section 1. In the absence of fraud, the Directors of WMTA shall not be personally liable for its debts, obligations, or liabilities.

Section 2. WMTA shall indemnify any Director or Officer, or former Director or Officer, against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being, or having been, such Director or Officer, to the full extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of the Board of Directors, or otherwise.

Section 3. Anything contained in this Article to the contrary notwithstanding, WMTA shall in no event indemnify any person otherwise entitled to such indemnification if such indemnification would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code of 1986, as amended.

ARTICLE XIV - PUBLICATION OF THE BYLAWS

The WMTA Bylaws shall be printed in the WMTA Directory, which shall be printed and distributed annually to the membership, and on the official WMTA website at www.wmta-dc.org.

ARTICLE XV - EXECUTION OF CONTRACTS

The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any Officer or Officers, agent or agents, in the name, and on behalf, of WMTA, to enter into any contract, or execute and deliver any instruments as may be necessary to carry out the purposes of WMTA. Any such authority may be general or confined to specific instances.

ARTICLE XVI - DISSOLUTION

Upon dissolution or final liquidation of WMTA, all assets remaining after application and distribution of assets as required by

applicable provisions of the District of Columbia Nonprofit Corporation Act, shall be distributed exclusively among one or more organizations in the Washington metropolitan area devoted to musical purposes exempt from Federal income taxation under Section 501(c)(3) of the Code. Provisions for voluntary dissolution of WMTA and for distribution of assets on dissolution or termination of WMTA are as follows:

A. Although the period of duration of WMTA is perpetual, voluntary dissolution may be accomplished upon approval of two-thirds of the votes cast at a regular or special meeting of the membership. If for any other reason WMTA must be dissolved or terminated, such shall be accomplished according to the provisions of the District of Columbia Nonprofit Corporation Act, as amended from time to time.

B. If for any reason WMTA is to be dissolved or otherwise terminated, no part of the property of WMTA or any of the proceeds shall be distributed to, or inure to the benefit of, any of the officers or directors of WMTA but all property and proceeds of WMTA, subject to the discharge of valid obligations of WMTA and to applicable provisions of the District of Columbia Nonprofit Corporation Act, as amended from time to time, shall be distributed exclusively for the purposes of WMTA in the Washington Metropolitan area among one or more organizations which would qualify under the provisions of Section 501(c)(3) of the Code.

ARTICLE XVII - DISCIPLINARY ACTION

Section 1. All WMTA members, judges, competition participants, and their families, are expected to act in a professional manner at all times, and during any competition or event sponsored by WMTA, and must abide by all By-laws, competition rules, the Code of Ethics, and the laws of our jurisdiction. No competition participant may attempt to unfairly influence the outcome of any competition.

Section 2. In the event that a WMTA member or competition participant is alleged to have violated the rules of any WMTA competition or the WMTA By-laws, to have failed to act in a professional manner, or has harmed another WMTA member in any way, the matter must be brought to the immediate attention of the Chair of the event. The President shall be advised of the situation, and is charged with the responsibility of conducting an investigation, and if necessary making a recommendation to the Board regarding any disciplinary action that should be taken. The Board, as final arbiter, will consider the President's recommendation and give it great weight, but nonetheless has discretion in formulating what, if any, disciplinary action may be taken. Any such action requires a vote of two-thirds of a WMTA Board quorum present to be effective.

Section 3. The Board may, by a vote of two-thirds of a WMTA Board quorum, bar any student, contestant or WMTA member from participating in any WMTA event or competition if it is deemed in the best interests of the organization.

Section 4. Any person who disputes a disciplinary action by the Board must proceed in accordance with the General Rules for WMTA Competitions.

ARTICLE XVIII - LEGACIES

WMTA may not accept any legacies or endowments without the approval of two-thirds of a quorum of Directors. The Board may not accept any legacy or endowment which does not have a procedure to allow WMTA to change the legacy or endowment to adapt to future needs, consistent with our mission.

ARTICLE XIX- AMENDMENTS

Section 1. These Bylaws may be amended upon the recommendation of the Board of Directors of WMTA at any annual session of WMTA by a two-thirds vote of the members present. Written notice of the proposed amendments must be submitted to the general membership of WMTA at least thirty days prior to the session.

Section 2. Upon the recommendation of the Board of Directors, these Bylaws may also be amended by a mail ballot. Approval by two-thirds of the general membership shall constitute approval of the amendment. The ballot and proposed amendments must be submitted to the general membership at least thirty days in advance of the required return date. The date for return of the completed ballots must be clearly stated on the ballot.

Section 3. All amendments must be consistent with Article II of the Bylaws and a copy of same must be sent to the MTNA National Office.