

MUSIC TEACHERS' ASSOCIATION OF CALIFORNIA BYLAWS

Revised 2012

ARTICLE I. NAME

The name of this nonprofit corporation shall be the Music Teachers' Association of California (the "MTAC," "Association," "the State," or "the State Association").

ARTICLE II. OFFICE

The principal office of the Association shall be located in San Francisco or such other location as determined by the Board of Directors from time to time (the "State Office").

ARTICLE III. PURPOSES

The Association is a nonprofit mutual benefit corporation that shall conduct its affairs in conformance with all local, state, and federal laws that apply to an organization described in Section 501(c)(6) of the Internal Revenue Code, as it currently exists or hereafter may be amended. The purposes of the Association shall be the promotion of musical culture and the pursuit of excellence in the field of music education in support and advancement of the profession of music teaching, and in furtherance of that purpose:

- (a) To promote excellence in professional standards and the continuing education of music teachers;
- (b) To develop and provide pedagogical and assessment resources to support high-quality music instruction;
- (c) To ensure a well-balanced, comprehensive approach to music instruction through a rich variety of programs that explore the multiple dimensions of music and music education;
- (d) To encourage the involvement and participation of persons of all ages and abilities in appreciating, understanding, engaging in, and learning music.

ARTICLE IV. MEMBERSHIP

Section 1. Membership Application. Membership shall be granted, approved, and classified solely by the MTAC's Board of Directors ("State Board of Directors," "Board of Directors," "State Board," or "Board"). Prospective members must apply directly to the State Office upon a form prescribed by the State Board of Directors. All applicants must pay a non-refundable application fee, except if applying for Student Membership. Membership dues advanced by an applicant shall be returned immediately if the application is denied, but the application fee is non-refundable. Members applying for reinstatement must pay a reinstatement fee as provided in Article IV, Section 19. Upon approval of membership by the State Board of Directors, members agree to be subject to the Association Articles of Incorporation, these Bylaws, and any policies, procedures, codes, rules and regulations established by the State Board of Directors.

Section 2. Membership Qualifications and Classes. The members of the Association shall be persons who have met the qualifications for the applicable class of membership, timely paid membership dues, and been approved by the State Board of Directors. Membership shall be divided into seven (7) classes: Active, Provisional, Student, Cal Plan, Life, Honorary Life, and Business Affiliate.

Section 3. Active Membership shall be granted to qualified music teachers who have a Bachelor, Master or Doctorate degree in Music from an accredited institution, or the equivalent thereof as established by the State Board of Directors, indicating a major or concentration in the instrument they teach, and who are engaged in the profession of teaching music with a minimum of two (2) years of music teaching experience. Active Members have a right to vote, and are eligible to hold State or Branch office. Active Members are eligible to participate in all State and Branch programs.

Section 4. Provisional Membership shall be granted to those persons who do not yet meet the qualifications of Active membership but offer evidence of the intention and ability to qualify within a three (3) year time period. If more time is needed to fulfill the requirements, a Provisional Member may apply in writing to the State Membership Secretary for a two (2) year extension and the request will be presented to the State Board of Directors for consideration of approval. Provisional Members do not have the right to vote and are not eligible to hold State or Branch office. Provisional Members are eligible to participate in all State programs, and may be eligible to participate in Branch programs upon Branch approval. Provisional membership automatically terminates upon the Provisional

Member fulfilling the qualifications required for Active membership, at which time the Provisional Member may apply for change of status as provided in Article IV, Section 19.

Section 5. Student Membership shall be open to all students currently pursuing a Bachelor degree in Music or equivalent thereof as established by the State Board of Directors, at an accredited college institution. Student Members do not have the right to vote and are not eligible to hold State or Branch office. Student Members are eligible to participate in all State programs, and may be eligible to participate in Branch programs upon Branch approval. Membership in this class shall not exceed a period of four (4) consecutive years. If the Student Member needs additional time to fulfill the requirements, the Student Member must apply in writing to the State Membership Secretary for a two-year extension. If the Student Member needs more time past this initial two-year extension to fulfill the requirements, the Student Member may apply for another two-year extension and again must apply in writing to the State Membership Secretary. Any extension requests will be presented to the State Board of Directors for consideration of approval. Student membership automatically terminates upon the Student Member fulfilling the qualifications required for Active membership, at which time the Student Member may apply for change of status as provided in Article IV, Section 19.

Section 6. Cal Plan Membership shall be open to those persons who do not yet meet the qualifications of Active membership, but have qualified for enrollment in MTAC's Cal Plan program with the intention to fulfill requirements for Active Membership within a three (3) year time period. If more time is needed to fulfill the requirements, a Cal Plan Member must apply in writing to the State Cal Plan Chair for a two (2) year extension and the request will be presented to the State Board of Directors for consideration of approval. Cal Plan Members do not have the right to vote and are not eligible to hold State or Branch office. Cal Plan Members are eligible to participate in all State programs, and may be eligible to participate in Branch programs upon Branch approval.

Section 7. Life Membership shall be granted to each State President upon completion of his/her term of office. Life Members have a right to vote and are eligible to hold State office, and shall have all the same rights and privileges as Active Members. Life Members are eligible to hold Branch office so long as such member is associated with a Branch. Any references to Active Members in these Bylaws shall include Life Members, except as otherwise provided in these Bylaws.

Section 8. Honorary Life Membership may be conferred by the State Board of Directors to individuals who have provided distinguished service to the MTAC or significant contribution to the field of music or music instruction. Honorary Life Members do not have a right to vote, and are not eligible to hold State or Branch office. Honorary Life membership is revocable by the State Board of Directors, and is not governed by the provisions of Article IV, Section 20.

Section 9. Business Affiliate Membership may be granted to businesses, organizations, and institutions interested in supporting the purposes of the Association as defined in Article III. Business Affiliate Members do not have the right to vote and are not eligible to hold State or Branch office. Business Affiliate Members are not eligible to participate in State programs, but may be eligible to participate in Branch programs upon Branch approval.

Section 10. At-Large Membership. At-Large Membership is not a class of membership but describes a situation in which a member is not associated with, and not a member of, any Branch. At-Large Membership shall be open to any member. At-Large Membership may restrict the rights and privileges that a member would otherwise receive for their classification, and a member consents to such restrictions through act of choosing At-Large Membership. At-Large Members have the right to vote directly, including elections of the State Board of Directors, but cannot vote on matters conducted by delegate vote. At-Large Members may be eligible for limited participation in State programs, but are not eligible to participate in Branch programs. At-Large Members may not hold State or Branch office.

Section 11. Branch Membership.

- (a) **Contingent on Association Membership.** Branch membership is not a class of membership, but describes the way in which members are associated with a Branch. Branch membership is solely and strictly contingent on the prior application and approval of membership with the Association. A person cannot be a member of a Branch without first becoming a member of the Association, and as set forth in Article IV, Section 1, membership may only be granted through direct application to the State. Branch membership may provide a member with additional benefits specific to each Branch, as governed by the Bylaws, rules, policies and procedures of that Branch. Any member who is associated with a Branch shall be subject to, and agrees to abide by, such Branch's Bylaws, rules, policies, and procedures, in addition to those of the State Association. In the event of a conflict, the State Bylaws and Model Branch Bylaws shall govern.
- (b) **Branch Awards.** Branches may grant awards to Branch members and non-members demonstrating merit for outstanding service to the Branch, or for such other honors as the Branch so designates, but may not attach membership rights and privileges to such Branch awards. Branches may not grant honorary Branch memberships that attach or represent any membership rights or privileges to non-members, or extend membership rights to existing members that exceed or conflict with Association membership classifications and rights as set forth in these Bylaws.
- (c) **Contributory Branch Membership.** Contributory Branch membership is not a class of membership, but describes the way in which an Active Member of a Branch (the "Primary Branch") may pay a contributory fee for association with, and limited participation in, only one other Branch (the "Secondary Branch"). The approval and acceptance of Contributory membership is governed at the sole discretion of the Secondary Branch. Contributory Membership fees are established solely by, and paid directly to, the Secondary Branch. Contributory Members do not have the right to vote and are not eligible to hold office in the Secondary Branch. Contributory Members may not enter Certificate of Merit students through their Secondary Branch. Any Secondary Branch benefits or privileges the Contributory Member may receive are governed at the discretion of the Secondary Branch.
- (d) **Branch Transfer.** A member of any class in good standing may transfer from one Branch to another. Transfer applications shall be made directly to the State Office. Transfers are effective only upon approval by the receiving Branch, except as otherwise provided in this Section, which shall be communicated through the State Office. The Branch approval process for transfers must be ethical and non-discriminatory. To the extent that a Branch has intentional or inadvertent unethical and/or discriminatory approval practices, policies or procedures, the State Board has the power to: (i) compel the Branch to revise their approval practices, policies, and/or procedures, and/or (ii) directly approve a transfer to the receiving Branch.

Section 12. Voting Members. The classes of membership entitled to vote are Active, Life, and At-Large Members who, as of the record date for notice of the meeting, are in good standing and would be entitled to vote at such meeting (the "Voting Members"). Each Voting Member shall have one vote on each matter on which the members are entitled to vote directly; or, except for At-Large Members, they may exercise their rights through delegates at the Annual Meeting as provided in Article VIII, Section 1.

Section 13. Good Standing. To be a member in good standing, annual membership dues must be current and membership must not be in suspension.

Section 14. Voting Rights of Members. Voting Members of the Association shall have the right to vote on the following matters:

- (a) election of Directors;
- (b) removal of Directors without cause pursuant to Section 7222 of the California Nonprofit Mutual Benefit Corporation Law;
- (c) all amendments to these Bylaws and all amendments to the Articles of Incorporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 7812(b) of the California Nonprofit Mutual Benefit Corporation Law;
- (d) disposition of all or substantially all of the assets of the Association;
- (e) any merger of the Association;

- (f) any dissolution of the Association; and
- (g) any other matters that may properly be presented to members for a vote, pursuant to the Articles of Incorporation, Bylaws, or action of the Board of Directors, or by operation of law.

Section 15. Membership Resignations. Resignations shall be submitted in writing to the Branch Board of Directors. The Branch Membership Secretary shall notify the State Office and the State Membership Secretary of the membership resignation. No membership dues shall be refunded.

Section 16. Expiration of Membership. Membership shall expire and terminate automatically, without any further action by the Membership Secretary or by the State Board of Directors, for non-payment of dues by the deadline prescribed in Article IV, Section 17. Membership may be reinstated as provided in Article IV, Section 19.

Section 17. Annual Membership Dues.

- (a) **State and Branch Dues.** Annual membership dues are an aggregate of State dues and Branch dues, where Branch dues are applicable. Annual membership dues for all classes of membership shall be calculated and determined by the State Board of Directors. Changes in the amount of State dues must be approved by a vote of two-thirds of the Directors at a duly called meeting or by unanimous written consent. Branch dues must be reasonable, and are established and determined by Branch Boards of Directors. Notice of annual membership dues and related information shall be posted on the Association's website.
- (b) **Payment and Delinquency.** Membership dues are due upon receipt of invoice. If membership dues are not postmarked by July 31, membership shall automatically lapse in accordance with Article IV, Section 16. Members who do not remit membership dues postmarked by July 31 and have allowed their membership to automatically expire, are not eligible to participate in Certificate of Merit for that year, even if a member newly applies or reinstates their membership and remits dues that are postmarked between August 1 and the registration date for Certificate of Merit for that year. There shall be no refunds or pro-rations of membership dues, except where otherwise stated in the Bylaws.

Section 18. Exceptions to Payment of Membership Dues.

- (a) **Age of 70.** Active members who have reached the age of 70, upon a one-time application to the State Office and approval of the State Board of Directors, may pay half of the State portion of annual membership dues, and shall maintain all the rights and privileges of Active membership.
- (b) **Age of 80.** Membership dues shall be waived for Active members who have reached the age of 80, and have been in good standing for at least ten (10) years.
- (c) **Proof of Age.** For age-related exceptions, proof of age must be provided to the State Office along with the member's dues no later than July 31; if proof of age is received after that date, the reduced dues cannot be provided until the following fiscal year.
- (d) **Life Members and Honorary Life Members.** Membership dues shall be waived for Life Members and Honorary Life Members.

Section 19. Reinstatement; Change of Status

- (a) **Reinstatement.** Any member who resigned in good standing, or whose membership has expired due to non-payment of annual dues by the required deadline, may apply to the State Office for reinstatement of membership upon a form prescribed by the State Board of Directors.
- (b) **Change of Status.** Provisional and Student Members who have fulfilled the qualifications for Active membership, and At-Large Members who wish to join a Branch, may apply for a change of status directly with the State Office upon a form prescribed by the State Board of Directors, and do not need to re-apply as new members.

Section 20. Suspension or Termination of Membership. The State Board of Directors, by a vote of two-thirds of the Directors at a duly called meeting or by unanimous written consent, has the sole authority to suspend or terminate the membership of any member for cause, including but not limited to, violation of the Association or Branch Bylaws, codes of ethics or conduct, policies and procedures, rules and regulations, any event that renders the member ineligible for membership, failure to satisfy the membership qualifications set forth in these Bylaws, or acting in a manner harmful to the Association, as determined solely by the State Board of Directors, other than for non-payment of membership

dues which shall be governed by the provisions of Article IV, Section 16. Suspension or termination of membership shall be effective provided the member has been given at least fifteen (15) days' prior written notice including the reason for the proposed suspension or termination, opportunity for the member to present information orally or in writing on his/her behalf at least five (5) days before the effective date of the suspension or termination, and written notice of the State Board of Directors' final decision. If membership is terminated, such member may appeal for reconsideration by the State Board of Directors. If membership is suspended, the terms of suspension shall be determined by the State Board of Directors. No membership dues refunds will be given. Termination of membership from the Association automatically results in termination of Branch membership. Members who have been terminated under the provisions of this Section 20 may not re-apply or be reinstated for membership. Branches do not have authority to suspend or terminate a member from the Association or from a Branch, but may submit information to the State regarding removal of a member from a Branch and/or suspension or termination of a member from the Association, in accordance with any policies and procedures established by the State for taking such action.

Section 21. Disciplinary Action by the State Board of Directors. The State Board of Directors, by a vote of two-thirds of the Directors at a duly called meeting or by unanimous written consent, has the authority and power to exercise disciplinary action against any member for cause, including but not limited to, violation of the Association or Branch Bylaws, codes of ethics or conduct, policies and procedures, rules and regulations, or acting in a manner harmful to the Association, as determined solely by the State Board of Directors, other than for non-payment of membership dues, pursuant to any policies and procedures established by the State Board in compliance with this Section 21. Disciplinary action may include, but is not limited to: monetary fines, corrective or remedial actions undertaken by the offending member, suspension from participation in State or Branch programs, suspension and/or removal as a Branch Officer or Director, removal of a member from his/her association with a Branch, or suspension or termination of membership as provided in Article IV, Section 20. Except for monetary fines administered in accordance with established policies and procedures for State programs, any member who is the subject of disciplinary action shall be provided prior written notice including the reason for the proposed disciplinary action, and reasonable opportunity for the member to present information on his/her behalf. The State Board of Directors' final decision shall be provided with written notice. Branches do not have authority to take disciplinary actions against members that directly affect or interfere with the State membership rights, including State voting rights, eligibility to participate in State programs, or serving as State director or officer (the "State Rights"). In certain circumstances, the State may authorize and delegate the Branches to undertake such disciplinary actions through policies and procedures established by the State Board. This restriction does not preclude Branches from taking disciplinary actions against members that do not affect or interfere with the State Rights, such as limiting a member's ability to participate in Branch programs or hold Branch office. However, any time a Branch is considering taking a disciplinary action against a member, including the collection of evidence as a possible basis for a disciplinary action, it shall provide notice to the State Board of Directors, in the manner required by the State Board from time to time, and shall comply with any and all policies and procedures established and provided by the Association regarding Branch disciplinary actions. In addition, if at any time, in the sole discretion of the State Board, a Branch disciplinary action affects the State Rights of a member, or affects the interests of the Association, the State Board may intervene, direct, and control the action.

Section 22. Conflict Resolution. Members are encouraged to make every effort to resolve conflicts through direct communication among the involved parties, or at the Branch level, so long as such resolution of the conflict does not affect the State Rights of a member. If, however, a conflict cannot be resolved among the involved parties, or at the Branch level, or action is required that may affect or interfere with the State Rights of a member, the matter shall be submitted to the State Board of Directors. In addition, any person, members, or Branch may submit to the State Board reports or complaints against members for violation of the Association or Branch Bylaws, codes of ethics or conduct, policies and procedures, rules and regulations, or acting in a manner harmful to the Association, in accordance with any policies and procedures established by the State

Board of Directors pertaining to such matters. The State Board may appoint an independent committee to investigate the report and follow such policies and procedures as established by the State Board to resolve such matters. The State Board, or its designated committee, has the sole and final authority to determine the outcome of the matter and take any necessary actions to address and resolve such conflicts or complaints. Nothing in this Section 22 is intended to limit the right of the State Board, pursuant to Article IV, Section 21, to itself initiate a disciplinary action against a member.

ARTICLE V. STATE BOARD OF DIRECTORS

Section 1. Number and Qualifications. As provided in the Articles of Incorporation, there shall be nine (9) Directors on the State Board of Directors. The Directors shall serve concurrently as the Officers of the Association, as elected by the members. Any Active Member in good standing shall be eligible for election to the State Board of Directors, provided the member has been an Active Member for at least five (5) years, and has served for at least two (2) years on a Branch Board of Directors. A candidate for the office of President must have served at least two (2) terms on the State Board of Directors. A candidate for the offices of First Vice President and Treasurer must have served at least one (1) term on the State Board of Directors. No person shall hold Branch office while serving as a member of the State Board of Directors.

Section 2. Regional Requirements. Five (5) members of the State Board of Directors, including the President, shall be residents of the same region of California, while the other four (4) members shall be residents of the opposite region of California, at the time of their election. For the purpose of selecting state-wide representation, the state of California shall be divided into two (2) separate regions by a line along the northern border of Kern County extending from west to east to the state-line ("North Region" and "South Region").

Section 3. Term. Directors shall serve for one (1) term of two (2) years which shall run concurrently with their term as Officer. Directors may be re-elected to serve on the State Board of Directors for consecutive terms, so long as they are not elected for the same office, except as otherwise provided in Article VI, Section 2. Directors shall assume office on August 1 of the election year and shall serve for one (1) term of two (2) years or until their successors are elected.

Section 4. Powers. In addition to the power and authority expressly conferred upon it in these Bylaws, the State Board of Directors shall have the right, responsibility, and authority to exercise all such powers and perform such acts as may be exercised or undertaken by the Association, subject to the provisions of the California Corporations Code, the Articles of Incorporation, and these Bylaws. The State Board of Directors may delegate the management of its business affairs and other activities provided that the State Board retains its ultimate powers and responsibilities.

Section 5. Duties. The State Board of Directors shall pursue the purposes of the Association and shall have discretion in the disbursement of all Association funds. It may adopt any rules, regulations, policies and procedures for the conduct of Association business and activities, and may appoint such agents as deemed necessary to execute such duties and powers granted to the State Board of Directors.

Section 6. Resignation. A Director may resign at any time by giving written notice to the President, Recording Secretary, or State Board of Directors. Such resignation shall be effective immediately upon receipt of such notice, unless the notice specifies a later date for the resignation to be effective which has been consented to by the State Board. The resignation of a Director results in the automatic termination of the resigning Director's concurrent position as an Officer.

Section 7. Vacancies. A vacancy on the Board of Directors shall be filled by a vote of the remaining Directors, unless the vacancy was created by removal of a director by the Voting Members, within thirty (30) days after such vacancy has occurred, or shall be filled by the Voting Members, for the unexpired portion of the term.

Section 8. Removal of Directors. The Voting Members may remove a Director at any time, with or without cause, by majority vote in accordance with the provisions set forth in Article VIII of these Bylaws for member actions. The State Board of Directors may directly remove a Director with cause, in the following circumstances: (i) a Director who has been declared of unsound mind by final order of the court; (ii) a Director convicted of a felony; (iii) a Director who has been found by final order or judgment of any court to have breached a duty arising

from Section 7238 of the California Corporations Code involving the holding of assets in charitable trust; or (iv) a Director who has failed to attend the specified required number of Board meetings, unless otherwise consented to by the Board. The removal of a Director results in the automatic termination of the removed Director's concurrent position as an Officer. The Board has the power to request the voluntary resignation of a Director.

Section 9. Directors' Meetings. The State Board of Directors shall hold at least six (6) regular meetings during each fiscal year at any place within the state of California designated at any time by resolution of the Board or by written consent of all members of the Board. Notice of the time and place of all meetings shall be delivered personally or sent to each director by mail or other form of written communication, addressed as shown in the records of the Association at least seventy-two (72) hours prior to the meeting, provided that notice by mail shall be sent at least four (4) days prior to the meeting. Special meetings for any purpose may be called by the President. If the President is absent, unable, or refuses to act, special meetings may be called by the Vice Presidents in order of rank, or by any two (2) Directors. Directors who miss more than three (3) meetings in a fiscal year, without prior explanation and consent, may be removed with cause by the State Board of Directors pursuant to Article V, Section 8.

Section 10. Action by Written Consent without Meeting. Any action required or permitted to be taken by the State Board of Directors may be taken without meeting, provided that all the members of the State Board shall individually or collectively provide unanimous written consent to that action. "Written consent" is defined to include consents submitted and received by electronic transmission, such as facsimile and email communication. All written consents shall be filed with the minutes of the meeting, and shall have the same force and effect as a unanimous vote of the Directors.

Section 11. Meeting by Electronic Conference. Members of the State Board of Directors may participate in a meeting through the use of conference telephone or similar electronic means so long as all members participating in such meeting can simultaneously hear one another and participate at will.

Section 12. Quorum. A quorum of six (6) Directors shall be necessary for the transaction of business. Every decision made by a majority of Directors present at a duly-called meeting in which a quorum is present shall be regarded as an act of the State Board of Directors, unless otherwise provided by law or in these Bylaws.

Section 13. No Remuneration. The State Board of Directors shall receive no remuneration for the performance of their duties. Nothing herein contained, however, shall be construed to preclude any Director from serving the Association in some other capacity demanded by the needs of the Association for which he/she may receive compensation.

Section 14. Travel Expenses. The necessary travel and hotel expenses of the Directors to official meetings shall be reimbursed from the Association's funds, subject to approval of the State Board of Directors.

Section 15. Conflicts of Interest. All of the assets of the Association are irrevocably dedicated to business league and trade association purposes, and no part of the net income or assets of the Association shall ever inure to the benefit of any Director, Officer or member of the Association, or to the benefit of any private individual. The State Board of Directors shall abide by the Association's conflict of interest policies and procedures, as may be established from time to time.

Section 16. Self-Dealing Transactions. The State Board of Directors may approve a self-dealing transaction only if the Board determines that the transaction is in the best interests of the Association, provided reasonable investigation has been made to determine that the Association could not have obtained a more advantageous arrangement.

Section 17. Certified Annual Audit. The State Board of Directors shall cause a certified annual audit, performed by a certified public accountant, to be made of the finances of the Association at the close of each fiscal year, each fiscal year being designated as extending from August 1 of each year through July 31 of the succeeding year.

Section 18. Staff. The State Board of Directors shall employ and may terminate the employment of any Staff, or enter into or terminate contracts with independent contractors, as necessary to carry on the work of the Association, and establish their compensation within the approved budget. The State Board of Directors shall define the duties of the Staff, supervise their performance, establish their titles, and delegate those

responsibilities of management as shall be in the best interests of the Association.

ARTICLE VI. STATE OFFICERS

Section 1. Officers. The Officers of the Association shall be President, First Vice President, Second Vice President, Treasurer, Recording Secretary, Membership Secretary, First Director-at-Large, Second Director-at-Large, and Third Director-at-Large. They shall be elected and installed to office as provided in Article VII.

Section 2. Terms of Office. Officers shall serve for one (1) term of two (2) years, and cannot be elected for two (2) consecutive terms in the same office. Exception may be made for the office of Treasurer and Membership Secretary, who may be re-elected for one (1) additional term. Officers shall assume office on August 1 and serve for one term of two (2) years or until their successors are elected.

Section 3. President. The President shall be the principal officer of the Association and shall, subject to the control of the State Board of Directors, have general supervision, direction and control of the business, activities, and Officers and Staff of the Association. The President shall preside at all meetings of the members and at all meetings of the State Board. The President, with the advice and consent of the State Board, shall have the power to appoint all committees, shall be ex-officio member of all Standing Committees, except the Nominating Committee, and shall have the general powers and duties usually vested in the office of president of a corporation together with such other powers and duties as may be prescribed by the State Board of Directors, or the Bylaws.

Section 4. Vice-Presidents. If the President is absent or unable to act, the Vice Presidents, in order of rank, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice Presidents shall have such other powers and perform such duties as from time to time may be prescribed by the State Board of Directors, or the Bylaws.

Section 5. Treasurer.

- (a) The Treasurer shall be responsible for keeping and maintaining adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (b) The Treasurer shall be responsible for depositing all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the State Board of Directors. The Treasurer shall render an annual financial report and other financial reports, periodically or on request of the State Board, regarding all transactions and the financial condition of the Association.
- (c) The Treasurer shall have such other powers and perform such other duties as may be prescribed by the State Board of Directors, or the Bylaws.

Section 6. Recording Secretary.

- (a) The Recording Secretary shall be responsible for keeping a book of minutes at the principal office, or at such other place as the State Board of Directors may direct, of all meetings of Directors and members.
- (b) The Recording Secretary shall be responsible for providing notice of all meetings of the members and of the State Board of Directors required by the Bylaws or by law, and shall have such other powers and perform such other duties as may be prescribed by the State Board of Directors, or the Bylaws.

Section 7. Membership Secretary. The Membership Secretary shall be responsible for the supervision of membership applications and related membership matters of the Association, and shall have such other powers and perform such other duties as may be prescribed by the State Board of Directors, or the Bylaws.

Section 8. First, Second, and Third Directors. The First, Second, and Third Directors shall have the powers and perform the duties as may be prescribed by the State Board of Directors, or the Bylaws.

Section 9. Resigning Officers. Resigning Officers shall, within thirty (30) days of leaving office, transfer all records, books, funds and other pertinent material of said office to their successor. The resignation of an Officer results in the automatic termination of the resigning Officer's concurrent position as Director.

Section 10. Removal of Officers. Officers may be removed according to the provisions set forth in Article V, Section 8. The removal of an Officer results in the automatic termination of the removed Officer's concurrent position as Director.

Section 11. Indemnification. To the fullest extent permitted by law, the Association shall indemnify the Directors, Officers, employees, agents, and any other persons described in Section 7237 of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any threatened, pending, ongoing, or completed "proceeding" or "action" as defined in Section 7237 of the California Corporations Code.

Section 12. Insurance. The State Board of Directors shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of the State Directors, Officers, Chairs, Committee members, employees, and agents, against any liability asserted against or incurred by any State Director, Officer, Chair, Committee member, employee, or agent, in such capacity or arising out of such person's status. The Association's insurance does not cover the Branches, or their directors, officers, chairs, committee members, employees, and agents, or any members individually, unless otherwise notified in writing by the Association.

ARTICLE VII. NOMINATIONS AND ELECTIONS.

Section 1. Nominations Procedures.

(a) **Nominating Committee Members.** A Nominating Committee of five (5) Active members, who shall not include current members of the State Board of Directors, shall be appointed by the State Board of Directors and announced at the Annual Meeting in even-numbered years. The Chair of the Nominating Committee shall be a member of the same region of California as defined in Article V, Section 2, as the current First Vice President. The Nominating Committee shall identify and select nominees who meet the eligibility requirements provided in Article V, Section 1. The provisions regarding the composition of the Nominating Committee are set forth in Article IX, Section 3.

(b) **Nominations.** In making its nominations, the Nominating Committee shall exercise its best efforts to nominate candidates who are actively committed to the Association through their contributions and participation in Association activities and have demonstrated leadership potential, based on an established set of objective criteria. Branches may also submit candidates for consideration, provided the candidate so consents, to the Chair of the Nominations Committee. Nominations submitted by the Branches must show that the proposed candidate has met the eligibility requirements provided in Article V, Section 1. If approved by the Nominating Committee, the candidate will be included as a nominee on the ballot. The Nominating Committee slate shall include not more than one (1) candidate from any individual Branch. The Nominating Committee shall render a report on its approved selection of nominees for each office to the State Board of Directors no later than January 7 of each election year.

(c) **Member Petition.** The Voting Members may nominate candidates by written petition signed by the members, so long as such candidates meet the eligibility requirements set forth in Article V, and the petition is conducted within eleven (11) months before the election and delivered to the President or Recording Secretary of the Association on or before the closing date for nominations, in accordance with the following provisions:

- If the Association has at least 500 but less than 5,000 Voting Members, two percent (2%) of the Voting Members may nominate candidates by written petition signed by such members;
- If the Association has 5,000 or more Voting Members, at least one-hundred (100) Voting Members may nominate candidates by written petition signed by such members.

On timely receipt of such petition and confirmation that the candidate is eligible, the Association shall list any candidates so nominated on the ballot. The closing date for nominations shall be no later than January 7 of each election year.

Section 2. Elections. The election of the State Board of Directors shall be conducted by written ballot ("Election Ballot"). The Election Ballot shall set forth the names of the candidates who have been properly nominated at the time the Election Ballot is issued, and for the regular

Director elections, shall be mailed by March 20 of each election year to all Voting Members. Members receiving Election Ballots shall check one (1) name for each office as desired, and shall return the Election Ballot in an anonymous, sealed, numbered envelope. Election Ballots shall be tallied by a professional auditor appointed by the State Board of Directors. The envelope containing the completed Election Ballot must be returned to the auditor and postmarked no later than April 20. The auditor's report shall be received and announced by May 1. The candidate for each office who receives the largest number of votes shall be declared elected for such office.

Section 3. Installation of Directors. The State Board of Directors elected as provided in Section 2 of this Article shall be installed at the Annual State Convention of the Association following the election.

Section 4. Nomination of State Chairs. A State Chair may be nominated for the State Board of Directors, but if elected, may not continue to serve as a State Chair during his or her two-year State Board term.

ARTICLE VIII. MEMBER MEETINGS AND OTHER ACTIONS

Section 1. Annual Business Meeting. The Annual Business Meeting of the members of the Association shall include the presentation of reports and discussion of Association affairs, and shall be held during the annual State Convention (the "Annual Meeting"), which shall occur at such time and place as determined by the State Board of Directors, or by these Bylaws, or at such other time and place the Board shall determine. The Annual Meeting is open to all members.

(a) **Delegate Voting.** Any actions requiring approval of the Voting Members at the Annual Meeting shall be conducted by delegate voting.

(b) **Delegate Authority.** The Voting Members shall be represented at the Annual Meeting by delegates who have been authorized and approved by the Voting Members in each Branch, who shall exercise votes in person at the Annual Meeting on behalf of the Voting Members ("Delegates"). Based on the current roster of Voting Members, the State Office shall provide one (1) Delegate voting card for every group of twenty-five (25) Voting Members in a Branch, or less, where a group of twenty-five (25) cannot be reached. Delegates serve for the duration of one (1) Annual Business Meeting at Convention, for which they were appointed. The State Board of Directors shall hold a meeting for the Delegates during the Annual Convention.

Section 2. Special Meetings. Special meetings of the membership may be called by the State Board of Directors, or by signed petition of five percent (5%) of the Voting Members.

Section 3. Notice of Meetings. The Association shall provide written notice of any members' meetings to each Voting Member. The notice shall be delivered to the last address provided by the member to the Association for purposes of notice not less than sixty (60) nor more than ninety (90) days before the date of such meeting. The notice shall state the place, date, and time of the meeting and the general nature of the business to be transacted, and no other business may be transacted. In the case of a meeting at which Directors will be elected, the notice shall include the names of all those who are nominees for Director as of the date of the notice.

Section 4. Quorum. For actions taken at Annual Business Meeting, Delegates representing at least thirty (30) Branches shall constitute a quorum. For all other member actions, one-hundred (100) Voting Members shall constitute a quorum.

Section 5. Act of the Members. Every decision or act made or done by a majority of Voting Members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation, or these Bylaws, require a greater number.

Section 6. Voting at Meetings. Voting at meetings may be conducted by voice or secret ballot, except as otherwise provided in these Bylaws. Proxy voting and cumulative voting shall not be permitted on any matter voted upon by the members.

Section 7. Action by Written Ballot Without Meeting. Any action required or permitted to be taken by Voting Members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting. Such written ballots shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal. Written ballots shall provide a reasonable time within which to return them to the Association and each ballot shall state on its face, or in an accompanying notice, the date by which it must be

returned in order to be counted. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the Voting Members. Written ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action, and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

ARTICLE IX. STATE COMMITTEES.

Section 1. Executive Committee. There shall be a standing Executive Committee consisting of the President, First Vice President, and Treasurer. The Executive Committee shall manage and oversee all the day-to-day business and activities of the Association, and undertake any other duties and responsibilities as prescribed by the State Board of Directors, or the Bylaws. All business transacted shall be reported to the State Board of Directors periodically or on request of the State Board of Directors.

Section 2. Finance Committee. There shall be a standing Finance Committee consisting of the First Vice President, the Treasurer, and one (1) other Board member. The Finance Committee shall meet periodically and prepare an annual budget estimating all State Association income and expenditures and submit such annual budget and report to the State Board of Directors for approval at its final Board meeting, which shall take place before the beginning of the new fiscal year. The Finance Committee shall review all financial matters pertaining to the Association and may consult with outside financial professional and accountants, subject to approval of the State Board of Directors. All business transacted by the Finance Committee shall be reported to the State Board of Directors.

Section 3. Nominating Committee. There shall be a Nominating Committee consisting of at least one (1) past State President, and representatives from different musical disciplines. The Nominating Committee shall make nominations for the election of candidates to the State Board of Directors in accordance with the provisions set forth in Article VII of these Bylaws. The Nominating Committee will place high priority on alternating the residency of the State President between the North and South Regions, to the extent possible. Every effort shall also be made to include at least one (1) State Chair, and at least one (1) Branch President on the Nominating Committee.

Section 4. Conflict Resolution Committee. There shall be a Conflict Resolution Committee consisting of the President, and at least two (2) other State Board members. The Conflict Resolution Committee shall oversee, address, or resolve any conflicts or complaints in accordance with the provisions set forth in Article IV, Section 22 of these Bylaws.

Section 5. State Committees and Councils. The President, with the advice and consent of the State Board, shall have the power to appoint and establish standing committees, special committees, ad hoc committees, councils, or any other committees ("State Committees"), as deemed beneficial to meet the needs of the Association.

Section 6. State Chairs. The President, with the advice and consent of the State Board, shall have the power to appoint and remove the chairs of any State Committees ("State Chairs"). The terms and term limits of such appointments shall be prescribed by the State Board of Directors. State Chairs shall report periodically to, or at the request of, the State Board of Directors, all matters of the State Committee, including but not limited to the current activities, financial condition, and budgets of the State Committee for which the State Chair is responsible. Except in the case of the Executive Committee and Finance Committee, a current member of the State Board of Directors cannot serve as a State Chair, but may serve as a member of a State Committee.

Section 7. Duties of the State Committees. The duties of the State Committees shall be prescribed by the State Board of Directors. Any expenditure necessary in the performance of duties by the State Committees shall be approved by the State Board of Directors. Any contracts or agreements that any State Committee may propose to enter into for the purposes of its programs and activities must be on a form prescribed by the State Board of Directors, originate in the State Office, and shall be subject to the review and approval of the State Board of Directors. All such contracts and agreements must be signed by the duly authorized representatives of the State Board of Directors and the duly

authorized representatives of the other party or parties to the contract or agreement.

Section 8. State Committee Policies and Procedures. All policies, procedures, rules and regulations, and any revisions and amendments thereto, that the State Committees may develop to govern State programs and activities shall be subject to the regular review and approval of the State Board of Directors.

ARTICLE X. BRANCHES

Section 1. General. The Branches are unincorporated associations who have fulfilled the Association's Charter requirements, and by so doing, consent to become affiliates of the Association. The Branches agree to maintain the terms and conditions of its Charter and affiliation with the Association, as set forth in these Bylaws and as established and determined by the State Board of Directors from time to time.

Among other benefits of affiliation, Branches are listed as subordinate organizations under a group exemption ruling from the Internal Revenue Service for tax-exempt status under Section 501(c)(6) as a business league, provided the Branches annually submit the requested documentation and information required for the group exemption.

Section 2. Charter. Upon fulfilling the formation and operating requirements necessary to organize and establish a new Branch, and approval by the State Board of Directors, a Charter shall be granted to each new Branch. The new Branch shall maintain the terms and conditions of its Charter and affiliation with the Association as provided in Article X, Section 1. The State Board of Directors has the power to revoke or terminate the Charter and affiliation of a Branch for cause, including but not limited to, the number of members in the Branch falling below ten (10), or failure of the Branch to maintain the formation or operating requirements of a Branch. The State Board of Directors also has the power to revoke or terminate the Charter of a Branch in the event a Branch has taken actions, or continues to take actions, that wrongfully interfere with membership rights, or are deemed harmful to the Association and/or its members, in the determination of the State Board, provided the State Board has: (i) conducted a full and impartial investigation of the facts and circumstances, (ii) given reasonable opportunity for the Branch to present information on its behalf, and (iii) exhausted all other remedies, disciplinary, or corrective actions. Revocation or termination of a Charter shall result in the dissolution of the Branch and concurrent termination of affiliation with the Association. The Branch's net assets remaining after the discharge of all obligations shall revert to the State Association.

Section 3. Affiliation; Branch Use of Association Name. In referring to its affiliation with the Music Teachers' Association of California, Branches may use the name of the Music Teachers' Association of California on their stationery, publications, or promotional literature, so long as they designate the Branch name also and include the phrase "Affiliated with the Music Teachers' Association of California." This statement must be included in the Bylaws and other publications of the Branches.

Section 4. New Branches. A new Branch may be formed when ten (10) or more Active Members in good standing submit a written petition to the State Board of Directors to establish a new Branch. Branch jurisdiction shall be determined by the State Board of Directors. Application shall be made directly to the State Office. Qualified music teachers who are not current members of the Association but desire to form a new Branch must first apply to become members of the Association.

Section 5. Branch Bylaws. Branch Bylaws and any amendments, revisions, or restatements thereto, must be in conformity with the State Bylaws and any Model Branch Bylaws provided by the Association, and may include any other bylaws the Branch wishes to adopt, so long as they are approved by the State Board as provided below. In the event of a conflict, the State Bylaws and any Model Branch Bylaws shall govern. When a State Bylaw amendment, revision, or restatement affects Branch Bylaws, the State shall amend, revise, or restate the Model Branch Bylaws accordingly, so that a Branch may ensure conformity with the State Bylaws. Branch Bylaws, including any amendments, revisions, or restatements thereto, must be submitted to and approved by the State Board of Directors before they become effective.

Section 6. Branch Code of Professional Conduct. Any Branch codes of professional conduct or ethics shall be in conformity with any codes, policies, procedures, rules or guidelines established and provided by the Association pertaining to such matters, including any amendments, revisions, or restatements thereto. Branch Codes of Ethics or Professional

Conduct must be approved by the State Board before they become effective.

Section 7. Branch Officers and Directors. Branch Officers and Directors shall be elected by the members of that Branch, in accordance with the provisions of Branch Bylaws. Branch Officers and Directors may be removed according to the provisions of the Branch Bylaws. The State Board also has the authority and power to remove Branch Officers and Directors, in accordance with the disciplinary action provisions of Article IV, Section 21 of these Bylaws. Branches, and Branch Bylaws, may not grant honorary or lifetime Office or Director titles or positions. Branch Officers and Directors have responsibilities to the Association, the Branch, and the members, and by accepting such position, agree to be bound to the duties and responsibilities governed by the provisions of the California Corporations Code, the Articles of Incorporation, these Bylaws, the Branch Bylaws, and any other policies and procedures established by the State Board from time to time.

Section 8. Interpretation; Final Determination. The Association has the sole authority as to the interpretation, application, and final determination of the State Bylaws, the Articles of Incorporation, Association policies and procedures, codes of conduct or ethics, or any other rules and regulations. The Association has the final authority regarding the interpretation, application, and determination of Branch Bylaws, Branch codes of conduct or ethics, policies and procedures, and any other rules and regulations that affect State-Level Rights of members or the interests of the larger Association, as determined in the sole discretion of the State Board. This statement shall appear in all Branch Bylaws.

Section 9. Liability. Branches have no authority to, and may not, incur or contract any indebtedness, obligations, or any other liabilities, which might be construed or considered a liability of the State Association. These Bylaws shall not be deemed to create any relationship of agency, partnership, or joint venture between the Association and Branches, and the Branches shall not make such representation to anyone. The Branches are not, and may not represent that they are, an arm, agent, legal representative, or integral part of the Association, and the Association shall not be involved in the day-to-day affairs of the Branches, except as related to membership and State programs or materials. Branches shall take all reasonable measures to ensure that third parties with which it has dealings understand that it is a separate legal entity from the Association. The Association is not responsible or liable for the debts of the Branches or actions taken by the Branches that may create liability for the Association, by virtue of affiliation.

Section 10. Branch Indemnification. Each Branch shall include the following statement in its Bylaws: "The Branch shall defend and indemnify the Music Teachers' Association of California and its Directors, Officers, Staff, employees, and agents, and save them harmless from and against any and all liabilities, losses, damages, costs, claims, liens, judgments, penalties, fines, attorneys' fees, court costs and other legal expenses, insurance policy deductibles, and all other expenses arising out of or related to any act, omission or negligence by the Branch, or its Directors, Officers, employees or agents, arising from any claim of any nature whatsoever."

Section 11. Financial Reports. Branches shall have the same fiscal year as the State Association, from August 1 through July 31, and shall send financial reports to the State Office on a form prescribed by the State Board of Directors on or before August 15 of each year. The State Board of Directors may, at any time, perform a financial review or audit of any Branch.

Section 12. Branch Names. A Branch shall be designated by the name of the county in which it is located. Where there are two (2) or more Branches in the same county, the Association shall designate the newer Branch with a name corresponding to the specific local area in which the Branch is located.

Section 13. Membership Directory. The State Membership Directory is a benefit of membership for facilitating communication among members and shall be used by members only, and may not be used by members or non-members for commercial or solicitation purposes. Mailing lists for such purposes may be purchased directly from the State Office.

ARTICLE XI. CONVENTIONS

Section 1. The Annual State Convention. There shall be an Annual State Convention of the Association (the "Convention") held between June 1 and August 31, at such time and place as determined by the State Board of Directors, except that the location shall alternate each year between the North Region and South Region.

Section 2. Fees and Expenses. The State Board of Directors shall determine all registration and other fees for the Convention and shall be solely responsible for the preparation, organization, and conduct of the Convention.

ARTICLE XII. ARBITRATION

In the event of any dispute, claim, question, or disagreement arising from or relating to the Association's Articles of Incorporation, these Bylaws, Branch Bylaws, and any State or Branch rules, regulations, policies, or procedures, or the breach thereof, the Association and its members shall use their best efforts to settle the dispute, claim, question, or disagreement. To this effect, they shall consult and negotiate with each other in good faith, and recognizing their mutual interests, attempt to reach a just and equitable solution satisfactory to both parties. If they do not reach such solution within a period of sixty (60) days, then upon notice by either party to the other, all disputes, claims, questions, or differences shall be finally settled by arbitration administered by the American Arbitration Association in accordance with the provisions of its Commercial Arbitration Rules, and judgment on the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Association and the Branches in all cases where they apply and where they are not inconsistent with the California Corporations Code, the Articles of Incorporation, these Bylaws, and any special rules of order the Association may adopt.

ARTICLE XIV. DISSOLUTION

In the event of dissolution of the Association, the net assets remaining after the discharge of all obligations shall be transferred to a nonprofit corporation organized under the laws of the State of California to be chosen by the State Board of Directors at the time of such dissolution.

ARTICLE XV. AMENDMENT OF BYLAWS

Section 1. Amendment Proposals. Amendments may be proposed by three methods: (i) by the State Board of Directors; (ii) by the Branches, provided that four (4) or more Branches have approved and submitted such proposal in writing to the State Board of Directors by February 28 of each year, or at least ninety (90) days before the vote on the amendment is expected to be taken; or (iii) by written petition signed by five-percent (5%) of the Voting Members submitted in writing to the State Board of Directors by February 28 of each year, or at least ninety (90) days before the vote on the amendment is expected to be taken.

Section 2. Methods of Amendment. These Bylaws may be amended by three methods: (i) a vote of two-thirds of the Delegates in attendance at the Annual Meeting; (ii) a vote of two-thirds of the Voting Members taking action at a special meeting of the Voting Members; or (iii) a vote of two-thirds of the Voting Members taking action by written ballot. In each case, written notice of the proposed amendments, including the text of the proposed amendments, shall be submitted to the Voting Members at least sixty (60) days prior to the date of the action. Such amendments shall become effective immediately following the vote.