

TENNESSEE MUSIC EDUCATION ASSOCIATION CONSTITUTION AND BYLAWS

CONSTITUTION OF THE TENNESSEE MUSIC EDUCATION ASSOCIATION

ARTICLE I – NAME

The organization shall be known as the Tennessee Music Education Association, hereinafter designated as "TMEA" or the "Association."

ARTICLE II – PURPOSE

The purpose for which the Association is organized and operated is exclusively literary and educational, as defined in Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. The purpose of the Association shall be the advancement of music education in the State of Tennessee, and in specific furtherance thereof:

- (a) to conduct programs and activities to build a vital musical culture and an enlightened musical public for the benefit and the general welfare of all persons in the State of Tennessee;(b) to ensure that every student shall have access in Tennessee schools to a balanced, comprehensive, and high-quality program of music instruction;
- (c) to improve the quality of teaching, research, and scholarship in music;
- (d) to promote the involvement of persons of all ages in learning music;
- (e) to foster the utilization of the most effective techniques and resources in music instruction; and
- (f) to facilitate the effective pre-service and in-service preparation of music teachers.

In furtherance thereof, the Association may hold conferences, meetings; publish periodicals and other publications; seek and accept grants, gifts, and contracts for any of the said foregoing purposes; and exclusively for the public benefit, use, publish, and otherwise make available to the general public on a nondiscriminatory basis the results of its collection of information deriving from the foregoing activities. The Association may conduct any and all other activities in accordance with its Bylaws, which are designed to accomplish the foregoing purposes.

ARTICLE III – MEMBERSHIP

Membership in the Association may be divided into such classifications for annual membership dues or for the election of members to serve as officers of the TMEA Executive Committee or for such other purposes as the Bylaws may prescribe or as the TMEA Executive Committee may from time to time designate. The conditions, terms, privileges, rights, and duties of membership shall be stated or provided for in the Bylaws of the Association.

ARTICLE IV – GOVERNMENT

The Board of Directors, shall be the legal representative of the Association and as such shall have, hold, and administer all the property, funds, and affairs of the Association. Provisions for the regulation of the internal affairs of the Association shall be provided for in the Bylaws of the Association.

ARTICLE V – ELECTIONS

The manner of the election or appointment of the members of the TMEA Board of Directors shall be provided for in the Bylaws of the Tennessee Music Education Association.

ARTICLE VI - DISPOSITION OF ASSETS IN CASE OF DISSOLUTION

In the event of dissolution or termination of the Tennessee Music Education Association, the TMEA Executive Committee shall, after the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the objectives of the Association in such manner or to such organization or organizations organized exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the TMEA Executive Committee shall determine. Any of such assets not so disposed of shall be disposed of by the court of proper jurisdiction exclusively for such proposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such proposes.

ARTICLE VII – AMENDMENTS

This Constitution may be altered or amended by an approving vote of the majority of voting members of the TMEA Council. Amendments to the Constitution shall require two readings at separate consecutive regular or special meetings of the TMEA Council. Amendments require approval by a majority vote at each such meeting of the TMEA Council.



BYLAWS OF THE TENNESSEE MUSIC EDUCATION ASSOCIATION

BYLAW I – NAME AND MISSION

Section 1. Name

The name of the organization shall be the Tennessee Music Education Association (TMEA). It shall function as a non-profit 501(c)(3), organization incorporated under the laws of the State of Tennessee.

Section 2. Mission

The mission of the Tennessee Music Education Association is to promote the advancement of high-quality music education for all.

BYLAW II - ORGANIZATION

Section 1. Association Organization

TMEA shall be affiliated with the National Association for Music Education (NAfME) as a federated state music educators association, in accordance with the provisions of the constitution of NAfME.

Section 2. Affiliated Organizations

TMEA shall recognize the following nine independent regional associations as affiliated organizations of TMEA: West Tennessee General Music Association (WTGMEA); Middle Tennessee General Music Education Association (MTGMEA); East Tennessee General Music Education Association (ETGMEA); West Tennessee Vocal Music Association (WTVMEA); Middle Tennessee Vocal Association (MTVA); East Tennessee Vocal Association (ETVA); West Tennessee School Band and Orchestra Association (WTSBOA); Middle Tennessee School Band and Orchestra Association (MTSBOA); East Tennessee School Band and Orchestra Association (ETSBOA).

Section 3. Regional Association Covenants

The bylaws of each regional association must conform to the bylaws of TMEA and shall stipulate that all members of each regional association must maintain yearly membership in TMEA and NAfME in one of four categories as defined by NAfME: Full Active; Introductory Active; Collegiate; Retired. Special membership categories held by regional associations such as Lifetime or Honorary Memberships shall be recognized provided that the appropriate fees are paid to TMEA and NAfME.

BYLAW III - Membership

Section 1. Membership Year.

The membership year of TMEA shall be determined by the TMEA Board of Directors with a statewide join date published at the beginning of each academic year.

Section 2. Active Membership.

Active membership in the Tennessee Music Education Association shall be granted to individuals engaged in the teaching, supervision, or administration of music in elementary and secondary schools, colleges, or universities within the state; provided, however, active members who retire may remain as active members with continual active membership.

- A. **Membership.** Each active member shall also hold concurrent membership in NAfME.
- B. **Privileges.** Each active member shall have the right to vote, hold office, and sponsor an eligible student in any TMEA sponsored events.
- C. **Services.** Each active member shall have the right to receive a periodical subscription to the *Tennessee Musician* and other communication services deemed appropriate by the TMEA Board of Directors.

Section 3. Introductory Active Membership.

Introductory Active membership in the Tennessee Music Education Association shall be granted to individuals engaged in the teaching, supervision, or administration of music in elementary and secondary schools, colleges, or universities within the state who are in their first-year of teaching and who were NAfME Collegiate Members during the year prior to being hired as a full-time, employed music educator.

- A. **Membership.** Each introductory active member shall also hold concurrent membership in NAfME.
- B. **Privileges.** Each active member shall have the right to vote, hold office, and sponsor an eligible student in any TMEA sponsored events.
- C. **Services.** Each active member shall have the right to receive a periodical subscription to the *Tennessee Musician* and other communication services deemed appropriate by the TMEA Board of Directors.

Section 4. Collegiate Membership.

Collegiate membership shall be open to any undergraduate or graduate music student at the college level who is not concurrently employed in the teaching, supervision, or administration of music in any elementary and secondary school, college, or university. Such membership is available only through Collegiate NAfME Chapters in the colleges and universities in the State of Tennessee.

A. **Membership.** Each collegiate member shall also hold concurrent membership in NAfME.

- B. **Privileges.** Collegiate membership shall not have the right to vote, hold elected office on TMEA Board of Directors or sponsor an eligible student in any TMEA sanctioned event.
- C. **Services.** Each collegiate member shall have the right to receive a periodical subscription to the *Tennessee Musician* and other communication services deemed appropriate by the TMEA Board of Directors.

Section 5. Retired Membership

Retired membership shall be open to former music educators who have retired from teaching, supervisory, administrative or research positions in music education, and are members of the NAfME at the time of retirement.

- A. **Membership.** Each retired member shall also hold concurrent membership in NAfME.
- B. **Privileges.** Each retired member shall have the right to vote and hold elected office on TMEA Board of Directors. Retired members shall not have the right to sponsor an eligible student in any TMEA sanctioned event.
- C. **Services.** Each retired member shall have the right to receive a periodical subscription to the *Tennessee Musician* and other communication services deemed appropriate by the TMEA Board of Directors.

BYLAW IV - FEES AND DUES

Section 1. Remittance of Dues

Dues for TMEA and NAfME membership shall be paid to the Tennessee Music Education Association via each regional association or directly to TMEA for College and University faculty membership and Collegiate NAfME Membership.

Section 2. Amount of Annual Dues

The TMEA Executive Committee shall set the amount of annual dues for all membership categories. Changes in the amount of dues may not exceed \$10 annually.

Section 3. Other Fees

The TMEA Executive Committee shall recommend the amount of all other fees for final approval by the TMEA Board of Directors.

BYLAW V - GOVERNANCE

Section 1. Authority.

As presiding officer of the Board of Directors, the TMEA President is responsible for the leadership of the Association. The Board of Directors and individual members may make recommendations to the President regarding the business of the board, policies, and actions.

Section 2. Association Officers.

The officers of the Tennessee Music Education Association shall be the President, Immediate Past-President, President- Elect, Executive Director, Secretary, and Publications Editor/Communications Manager. This body will comprise the Executive Committee of the Tennessee Music Education Association.

- A. **President**. It shall be the duty of the President to preside at meetings of the Tennessee Music Education Association and to enforce observance of the TMEA Constitution and Bylaws, to order the execution of resolutions, to call meetings of the TMEA, to exercise supervision over the affairs of the Association, to make decisions in cases of emergency when an immediate action is necessary, to appoint all committees for which no provision has been made, and to be a member ex-officio of all committees. The President shall make all appointments for which no provision has been made.
- B. **Immediate Past-President**. It shall be the duty of the Immediate Past-President to serve as advisor to the President, serve as chair of the TMEA Da Capo Committee, and shall have such other duties as may be assigned by the President.
- C. **President-Elect**. It shall be the duty of the President-Elect to perform all the duties of the President in the absence of the President and shall carry out all duties assigned by the President or the Board of Directors.
- D. Executive Director. It shall be the duty of the Executive Director to ensure the day-to-day function of the association, to represent the association to the public, to coordinate with the board of directors to report on performance and advocate for the organization, to oversee organizational finances, to provide guidance and oversite to project chairs and independent contractors, to develop fundraising, to maintain best practices of non-profit business operations and analyze and optimize all parts of the association.
- E. **Secretary**. It shall be the duty of the Secretary to record minutes of meetings of the board and council of the Tennessee Music Education Association and to distribute said minutes to all parties where approval shall be required, to maintain authority and oversite for the posting of minutes and other important governing documents on the association website as needed to maintain association open records policy.
- F. Publications Editor/Communications Manager. It shall be the duty of the Publications Editor/Communications Manager to oversee and manage the inception, development, production and print production of all TMEA publications, including but not limited to the *Tennessee Musician* and other print publications for events as deemed necessary for TMEA sanctioned events. The publications editor shall be responsible for submitting a yearly budget for all print production expenses. The publications editor shall also propose advertising rates and shall manage all aspects of advertising for all print and electronic media. It shall be the duty of the TMEA Communications Manager to create and manage communication strategies as deemed necessary and appropriate for TMEA and as set by the TMEA Board of Directors.

Section 3. Voting and Non-voting (Ex-Officio) Executive Committee Members.

Voting members of the TMEA Executive Committee shall be the TMEA President, TMEA President-Elect, and the TMEA Immediate Past-President. Non-voting (Ex-Officio) members of the TMEA Executive Committee are the Executive Director, Secretary, and Publications Editor/Communications Manager.

Section 4. Board of Directors.

The composition of the TMEA Board of Directors shall be composed of the officers of the Association (TMEA Executive Committee) and an appointed Board of Directors.

- A. **Term Appointment.** Persons serving as members of the Board of Directors shall be appointed by the TMEA President to a two-year term, effective at the start of the President's term in-office and ending at the conclusion of the President's term in-office.
- B. **Number of Appointed Board Positions.** The number of appointed TMEA Board of Director positions shall be an odd number, with no less than five (5) appointed TMEA Board of Director positions and no more than eleven (11) appointed TMEA Board of Director positions.
- C. **Nomination Procedures.** Prior to the TMEA President's term of office, a slate of nominations for TMEA Board of Director positions shall be presented to the TMEA Executive Committee for vetting of qualifications. Once approved by the TMEA Executive Committee, the slate will be sent to the TMEA Council for a confirmation vote.
- D. **Confirmation.** The TMEA Council shall vote to confirm the appointment of all TMEA Board of Director positions.
- E. **Executive Committee.** The TMEA Executive Committee shall consist of the President, Past-President, President-Elect, Executive Director, Secretary, and Publications Editor/Communications Manager. Responsibilities of the Executive Committee shall be to:
 - a. Make recommendations concerning the affairs of the Association as it shall from time to time deem appropriate.
 - b. Serve as the finance committee to make financial recommendations to the Board of Directors.
 - c. Recommend to the Board of Directors a budget for the Association.
- F. **Voting members**. The TMEA Board of Directors voting members shall be the TMEA President, TMEA Immediate Past-President, TMEA President-Elect, and TMEA State Chairs.
- G. **Non-voting Ex-Officio Board Members**. Non-voting (Ex-Officio) members of the Board are the Executive Director, Secretary, and Publications Editor/Communications Manager.

Section 5. Tennessee Music Education Association Council

The TMEA Council shall serve as a primary avenue of communication between the TMEA Board and affiliated regional organizations and interest groups.

- A. Composition. The TMEA Council shall be composed of the President and President-Elect (or representative designated by the President) of each of the nine regional affiliated organizations: West Tennessee General Music Association (WTGMEA); Middle Tennessee General Music Education Association (MTGMEA); East Tennessee General Music Education Association (ETGMEA); West Tennessee Vocal Music Association (WTVMEA); Middle Tennessee Vocal Association (MTVA); East Tennessee Vocal Association (ETVA); West Tennessee School Band and Orchestra Association (MTSBOA); Middle Tennessee School Band and Orchestra Association (MTSBOA); East Tennessee School Band and Orchestra Association (ETSBOA).
- B. **Responsibilities.** The responsibilities of the TMEA Council shall consist of recommending policies and projects to the TMEA Board of Directors; to facilitate communication within each respective regional association/special interest groups and the TMEA Board of Directors; to support state-wide TMEA initiatives; to represent interests of the regional association/special interest groups; to provide annual reports of projects and activities of regional association/special interest groups.
- C. **Voting members**. The TMEA Council voting members shall be the Regional Association President or President-Elect if serving as proxy for the Regional Association President. Voting shall be limited to one vote per Regional Association and shall be limited to the business and affairs of the TMEA Council.
- D. **Non-voting Ex-Officio Council Members**. Non-voting (Ex-Officio) members of the Council are the Executive Director, Secretary, Publications Editor, regional association Presidents-Elect, NAfME collegiate state student officers, and the project chairs.

Section 6. Tennessee Music Education Association Project Chairs.

The TMEA Project Chairs Project Chairs shall serve during the two-year administrative term of office or until new members have been appointed by the President and confirmed by TMEA Executive Committee. The TMEA Executive Committee may vote to add or delete project chair positions as needed.

A. Composition. The recommended TMEA Project Chairs shall be composed of (but not limited to) the following chair positions: All-State General Chairs (Choral and Instrumental); Conference Chair, Conference Exhibits Chair; Conference Registration Chair; Conference Performing Ensembles Chair; Modern Band/Non-Traditional Ensemble Chair; Jazz Education Chair; Music in Our Schools Month Chair; Music Merchants Chair; Retired Teachers Chair; Webmaster Chair; TRI-M Chair; Treble Honor Choir Chair; All-State Ensemble Chair.

- B. **Responsibilities.** The responsibilities of the TMEA Project Chairs shall consist of proper management and fiscal responsibilities to manage their respective project appointments, to report on and make recommendations as needed to maintain and improve their respective project chair appointments.
- C. **Voting**. The TMEA Project Chairs serve as non-voting members of the TMEA Council

Section 7. Vacancies.

The Executive Committee shall have the authority to appoint officers and chairs when vacancies occur, to be confirmed by the Board of Directors.

- A. **TMEA President.** In the event the TMEA President cannot fulfill a term of office, the President-Elect shall assume the position of President.
- B. **TMEA President-Elect.** In the event that the TMEA President-Elect cannot fulfill their duties, or they have assumed the duties of the President, a new interim President-Elect shall be appointed by the Executive Committee. The interim President-Elect so appointed shall serve until the next Annual Professional Development Conference, at which time an election shall be held to fill the vacancy.
- C. **TMEA Immediate Past-President.** In the event a TMEA Immediate Past-President cannot fulfill a term of office, a Past-President of the TMEA shall be appointed by the Executive Committee to fulfill the duties of the Immediate Past-President.

Section 8. Terms and Succession of the President.

The President-Elect shall be elected for a term of two-years and shall then automatically assume the office of President for a term of two-years. The outgoing TMEA President shall automatically assume the office of Immediate Past-President for a two-year term. No officer shall succeed himself or herself to the same office.

Section 9. Removal from Position

Any officer, director, and project chair may be removed from their position for cause. Cause is defined as actions that would have a negative impact on the association. Examples of cause include but are not limited to: exhibiting consistent behaviors of gross incompetence and intentional neglect of responsibilities; fiduciary violations that would harm the assets of the TMEA (found and substantiated); more than two absences from scheduled board and council meetings in a calendar year that occur for reasons not deemed appropriate; acting in a manner that is inappropriate or unprofessional; violating confidentiality agreements or conflict of interest policies of the TMEA.

A. Letter of Reprimand and Corrective Action Plan. A formal letter of reprimand and corrective action plan shall be issued from the TMEA Executive Committee to the officer, director, or project chair with specific grievances expressed in detail and specific steps of a corrective action plan designed to address the resolution of said grievances.

- B. Response to a Letter of Reprimand and Corrective Action Plan. The officer, director, or project chair will have five business days to acknowledge receipt of the formal reprimand and corrective action plan and to respond to said grievances. Once an agreed upon plan is issued, no further action from either party is necessary.
- C. **Removal from Position.** If the grievances outlined in the letter of reprimand and corrective action plan are not followed by the officer, director, or project chair, or if further behaviors shall warrant an escalation, the procedure for the removal of any officer, director, or project chair shall take place once a formal letter of reprimand and corrective action has been issued to the officer, director, or project chair from the TMEA Executive Committee. The TMEA Executive Committee shall call a special meeting of the TMEA Board of Directors made up of a quorum for a vote to remove the officer, director, or project chair in question.

Section 10. Limitation of Responsibility of the Officers.

The authority and responsibility for the management and for the maintenance of the good will and credit of the Association is vested in the Board of Directors.

- A. **Indemnification.** It is expressly understood that neither the members of the TMEA Board of Directors, TMEA Executive Committee, TMEA Project Chairs, TMEA Council, nor any staff member, nor any member of the Association shall be required to accept personal financial responsibility for duly authorized bills or obligations, or for litigation that may develop from authorized activities of the organization carried on in good faith and in pursuit of the objectives, purposes, and activities prescribed or authorized by the Constitution and Bylaws of the Tennessee Music Education Association.
- B. **Insurance.** The Association shall purchase Directors and Officers Liability insurance for the protection of the Board and staff as well as all necessary insurance for all TMEA sanctioned events and for any area where potential liability, risk, or exposure may occur for TMEA as an organization.

BYLAW VI – ASSOCIATION MANAGEMENT

Section 1. Executive Director.

An Executive Director shall be employed and approved by the TMEA Board of Directors to execute operations of the association. The Executive Director shall have no powers or duties other than those delegated by the President or as set forth in the Executive Director's employment contract or the Bylaws of the Association. An annual performance review of the Executive Director shall be conducted by the TMEA Executive Committee, with input from the TMEA Board of Directors.

Section 2. Operational Management.

Management of the daily responsibilities of the association and guidance and assistance to project chairs and independent contractors are the responsibilities of the Executive Director.

Section 3. Fiscal Year.

The fiscal year of the Association shall be from July 1 of each year through June 30 of the following year.

BYLAW VII - COMMITTEES AND TASK FORCES

Section 1. Standing Committees.

The President of the TMEA shall appoint committee chairs, who shall serve in an advisory capacity to the President and Board of Directors. The Board of Directors may, at its discretion, advise the President on appointments. Committee chairs appoint members to the committees.

Section 2. TMEA Da Capo Committee (Council of Past TMEA Presidents).

The TMEA Da Capo Committee is a council of past TMEA presidents. The Da Capo Committee will serve in an advisory capacity to the TMEA Executive Committee and TMEA Board of Directors in areas and in matters charged by the TMEA Executive Committee or TMEA Board of Directors. The primary role of the TMEA Da Capo Committee is to serve as the primary vetting committee for potential candidates to serve as TMEA President.

- A. **Membership.** All members of TMEA who previously served as TMEA President are eligible to serve on the TMEA Da Capo committee.
- B. **Meetings.** The Da Capo Committee shall meet at least once per year.
- C. **Da Capo Committee Chair.** The Immediate Past-President of TMEA shall serve as chair of the TMEA Da Capo committee.

Section 2. Ad Hoc Committees and Task Forces.

A special (or Ad Hoc) committee is a committee appointed to carry out a specified task. The committee ceases to exist upon its final report to the Board of Directors. A special committee may not be appointed to perform a task that falls within the assigned function of an existing standing committee. An Ad Hoc Committee or Task Force can be established as a Standing committee at the discretion of the Executive Committee.

Section 3. Length of Committee Appointments.

All committee appointments expire on the date of the expiration of the term of office of the President of TMEA that made the appointment. The incoming President may reappoint committee chairmen to standing and ad-hoc committees, may make new committee appointments, or may allow the existence of a committee to terminate.

BYLAW VIII - NOMINATIONS AND ELECTIONS

Section 1. Nominations and Elections.

Elections for the TMEA President-Elect shall take place during even numbered years. Candidates for the TMEA President-Elect shall be nominated by the Da Capo Committee (Council of TMEA Past Presidents). The Da Capo Committee shall solicit nominations from the Presidents of the nine affiliated Regional Associations and from the TMEA Board of Directors. The TMEA Immediate Past-President shall serve as the chair of the Da Capo Committee. The TMEA Da Capo Committee shall submit to the TMEA Executive Committee a final slate of nominees to present to the TMEA Membership for the election of the TMEA President-Elect.

Section 2. Election Procedures.

The President-Elect shall be elected prior to the close of the Annual Professional Development Conference in each even-numbered year. Voting shall be conducted by Active and Retired members of the Tennessee Music Education Association only. The candidate receiving the majority of the votes shall be declared elected.

Section 3. Board of Director and Project Chair Appointments.

The TMEA President-Elect shall submit to the TMEA Executive Committee for confirmation and approval, a slate of appointments for State Chair positions that will make up the TMEA Board of Directors as well as TMEA Project Chairs. Upon a vote of the TMEA Executive Committee, the President-Elect may begin contacting appointees.

Section 4. Assumption of Office.

TMEA Officers so elected and TMEA Board of Directors so appointed shall assume office on July 1st of even numbered years.

BYLAW IX – MEETINGS AND QUORUMS

Section 1. Executive Committee Meetings.

The TMEA Executive Committee shall meet once per month or as needed. Special meetings of the Executive Committee may be called by the President or upon request of not less than two (2) members of the Executive Committee.

Section 2. Board of Directors Meetings.

The TMEA Board of Directors shall meet at least two times each year. Special meetings of the Board may be called by the President or upon request of not less than five (5) voting members of the TMEA Board of Directors. A majority of the voting members of the TMEA Board of Directors shall constitute a quorum for the transaction of business. It shall be the duty of the President to verify and declare that a quorum is present before conducting official TMEA business.

Section 3. TMEA Council Meetings.

The TMEA Council shall meet at least twice per year. A quorum for a meeting of the TMEA Council shall consist of a majority of voting members in attendance.

Section 4. TMEA Da Capo Committee Meetings.

The TMEA Da Capo Committee shall meet at least once a year.

Section 5. Meeting Methods.

For purposes of these bylaws, all meetings of the TMEA where formal business will be conducted may take place by the following methods: In-person; conference call; video conferencing; email; and other methods not specifically mentioned within these bylaws.

Section 6. Rules of Order.

The most recent edition of *Robert's Rules of Order Newly Revised* shall govern all business meetings of the Association.

BYLAW X - OFFICIAL PUBLICATIONS

Section 1. Magazine.

The official publication of the TMEA shall be the *Tennessee Musician*.

Section 2. Publications Editor.

The President shall appoint the editor of the magazine. The Board of Directors shall review the appointments of editor every two years at the time of assumption of office of the incoming President of TMEA.

Section 3. Record of Minutes.

All minutes of the Board of Directors and TMEA Council meetings shall be prepared, maintained, and posted on the TMEA website.

BYLAW XI – AMENDMENTS

Section 1. Approval.

Amendments to the Bylaws shall require two readings at separate consecutive regular or special meetings of the TMEA Council. Amendments require approval by a majority vote at each such meeting of the TMEA Council.

Section 2. Effectiveness.

All amendments shall take effect immediately after the second approval by the TMEA Council.

Revision Dates and History

11/14/2022 - Constitution and Bylaws Approved by TMEA Board and Council