



Bylaws of Edmonds Music Teachers Association

ARTICLE I. NAME.

The name of the organization is Edmonds Music Teachers Association, hereafter referred to as EMTA or the Organization.

ARTICLE II. PURPOSE.

SECTION I. Mission.

The Edmonds Music Teachers Association (EMTA) is a 501(c)(3) non-profit organization of music teachers providing private music lessons to our community. EMTA is committed to the advancement of musical knowledge and education by fostering professional standards, networking, and promoting the art of music through various events and festivals.

SECTION II. Affiliation Statement.

EMTA is a local chapter of the Washington State Music Teachers Association (WSMTA) and is affiliated with the Music Teachers National Association (MTNA).

SECTION III. EMTA will adhere to applicable Federal and Washington State laws (Washington Nonprofit Corporation Act, RCW 24.03).

ARTICLE III. MEMBERSHIP.

SECTION I. Application for Membership.

Membership in EMTA is open to individuals who meet the respective qualifications (Article III, Section II) and pay annual dues for membership with MTNA, WSMTA, and EMTA. Membership is obtained through application through MTNA.

SECTION II. Membership Classifications.

- 1. Active Membership** shall be open to individuals who teach music in any form, focused in the Puget Sound region. Active members of EMTA shall have

the right to attend and participate in meetings and programs, vote, hold office, enter students in Organization programs, receive official publications, and access member-only sections of the EMTA website.

2. **Membership Sub-categories** for EMTA will be the same as defined in the bylaws and constitutions of MTNA and WSM TA.

SECTION III. Membership Year shall be from July 1 to June 30.

SECTION IV. Dues.

1. EMTA annual membership dues shall be determined by the Board of Directors. The Board of Directors shall communicate the annual dues amount through official EMTA publication.
2. Dues are delinquent sixty days beyond the renewal date, after which members are not in good standing or entitled to any of the privileges of membership until dues are paid for the current membership year.

SECTION V. Meetings.

EMTA shall hold regular General Membership Meetings every month except March, July, and August. Meetings may be cancelled at the discretion of the Board of Directors.

SECTION VI. Resignations.

A member in good standing may resign from EMTA by submitting a letter of resignation to the President, who will remove that member from the current roster. No dues refund will be given.

SECTION VII. Reinstatement.

A member who resigned in good standing or who allowed annual dues to lapse may reactivate their membership by applying through MTNA and paying the current dues. If continuous membership is desired, the member must pay all dues accruing from the time of non-renewal to the current year.

SECTION VIII. Termination of Membership.

Revocation of membership for nonpayment of dues within the prescribed time-period (Article III, Section IV: B) shall be automatic and not subject to any further procedure. A person's membership may be revoked for cause, other than nonpayment of dues, by a two-third vote of the Board of Directors. The vote for revocation shall occur only after the member complained against has been advised of the complaint and has been given reasonable opportunity to present information

on their behalf. If membership is revoked, the member may appeal to the Board for reconsideration of the decision. In no event will a dues refund be given.

ARTICLE IV. BOARD OF DIRECTORS.

SECTION I. Government & Authority.

The government of the Association shall be vested in the Board of Directors, herein referred to as The Board, which shall be composed of between 5 and 11 EMTA members. Positions shall include the President, Vice President, Secretary, Treasurer, and Members-At-Large. The Board shall have the right, responsibility, and authority to do all things necessary to carry out the purposes of the Organization, subject to the Statutes of the State of Washington and the provisions of the Articles of Incorporation and the Bylaws of the Organization.

SECTION II. Officers.

The elected officers of the Organization shall be President, Vice President, Secretary, and Treasurer.

SECTION III. Responsibilities.

1. **President** shall be the principal elected officer of the Organization and shall preside at all Board and Membership meetings. The President shall serve as an ex-officio member of all committees except the Nominating Committee. The President shall represent EMTA (or appoint a representative) for WSMTA and MTNA affairs. The President shall coordinate with event chairs and assist the Treasurer in creating the annual budget.
2. **Vice President** shall, in the absence of the President, perform the duties of the President. The Vice President shall perform applicable duties as requested by the Board.
3. **Secretary** shall be responsible for recording and distributing the full and correct minutes of all Board and Membership meetings. The Secretary will ensure the minutes are in legal form and are properly preserved. Other applicable duties may be specified by the Board.
4. **Treasurer** shall be responsible for overseeing all financial affairs for EMTA, including budgeting, processing payments, and paying bills as authorized by the Board. The Treasurer shall administer all investments, ensure tax compliance, and maintain accurate financial records. The Treasurer shall present a financial report at each Board meeting and a year-end report to the Members at the June Member Meeting.

5. **Members-at-Large** shall perform duties applicable to their offices as requested by the Board, including serving as Chairs of Committees.

SECTION III. Election and Term.

1. A Nominating Committee, consisting of two or more EMTA members, including one current Director, shall be appointed by the Board by January of regular election years. The Nominating Committee shall be responsible for recruiting candidates to serve as Directors and shall present the name of at least one candidate for each elected office at the April Member Meeting, where opportunity for further nomination shall be offered.
2. Officers shall be elected by ballot or acclamation at the June Member Meeting by a simple majority of members present. The newly elected officers will take office July 1st.
3. The term for Director positions shall be two years.
4. Elections for Director position shall occur on even years.

SECTION IV. Vacancies and Removal.

1. A vacancy in any position, excluding President, shall be filled for the unexpired term by appointment by the Board of Directors.
2. Any Director, whether elected or appointed, shall cease to hold office upon written notice of resignation, termination of membership, or may be removed from office by two-thirds vote of the Board of Directors. Such action will be taken when it appears evident that a Director is unable to serve or is otherwise disqualified.

SECTION V. Quorum.

A simple majority of the Board shall constitute a quorum.

SECTION VI. Compensation.

Members of the Board shall not receive compensation for their service as Directors, but the Board may authorize reimbursement of expenses incurred in the performance of their duties.

ARTICLE V. BOARD MEETINGS.

SECTION I. REGULAR MEETINGS.

The Board will meet once every month, except for July and August. The schedule and format of meetings shall be determined by the Board.

SECTION II. SPECIAL MEETINGS.

Special meetings may be called by the President or Vice President with a minimum of one (1) day advance notice. The President or Vice President may call an asynchronous meeting for time-sensitive issues, giving the Board up to 48 hours to respond.

SECTION III. PROCEDURE.

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Organization's meetings whenever applicable.

ARTICLE VI. COMMITTEES.

The Board shall appoint standing committees and other committees as needed.

ARTICLE VII. LIMITATION ON DIRECTORS' LIABILITY AND INDEMNIFICATION PROVISIONS.

The Organization does indemnify any Directors, Officers, Employees, Incorporators, and Members of the Organization from any liability regarding the affairs of the Organization, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Organization, or as otherwise provided under applicable statute.

ARTICLE VIII. AMENDMENTS.

SECTION I. BYLAWS.

The Organization's Bylaws may be amended by a two-thirds vote of Members present at a regular General Membership Meeting or voting digitally. Any proposed amendment shall be submitted to the Board of Directors for its consideration and recommendation. Upon Board approval, the amended Bylaws shall be presented in writing to EMTA Members at least seven (7) days prior to the vote. Approved amendments to these Bylaws shall take effect immediately upon passage unless otherwise specified.

SECTION II. ARTICLES OF INCORPORATION.

The Organization may amend its Articles of Incorporation, provided the amended provisions are lawful under the Washington Non-profit Corporation Act. Any amendments shall be approved by a two-thirds majority of the Board.

ARTICLE IX. DISSOLUTION.

A vote of two-thirds of Members present at a regular General Membership Meeting or voting digitally may call for the Dissolution of the Organization. Upon Board recommendation, the proposal for Dissolution shall be presented in writing to EMTA Members at least seven (7) days prior to the vote.

Upon the dissolution of the Organization, after paying or making provisions for the payment of all the legal liabilities of the Organization, remaining assets shall be donated to the Music Teachers National Association Foundation within 6 months of the dissolution.

ARTICLE X. CONFLICT OF INTEREST POLICY.

The purpose of the Conflict of Interest Policy is to prevent the personal interest of Directors or Employees from interfering with the performance of their duties to EMTA. Any EMTA Director or Employee has a duty to disclose to the Board any conflict, or the appearance of a conflict, between private interests and official responsibilities. The Board shall determine whether a conflict of interest exists and recommend a course of action. Violations of the Conflict of Interest Policy may be subject to corrective action.