

Section V - Bylaws

PMTNM BYLAWS

10 November 2008

ARTICLE I – NAME

The name of this organization shall be Professional Music Teachers of New Mexico, Inc. hereafter known as PMTNM.

ARTICLE II – PURPOSE

The Association shall be organized and operated exclusively for educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954. All activities of the Association shall be educational and shall be for the promotion of the art of music and the advancement of musical knowledge by disseminating the knowledge of musical activities and the appreciation of music.

The Association is not organized for profit and no part of its net earnings shall inure to the benefit of any individual or entity. The specific objective of this permanent organization shall be:

- a. To promote the music teaching profession and its image in society through teacher certification, professional public promotion, and teacher education and training;
- b. To promote students and their talents through the student activities, student auditions, local projects, and school credit and release time;
- c. To promote music in American culture through programs, school credit, scholarship, and composer commissions, and
- d. To exert all possible efforts toward the enrollment of increased numbers of people of all ages in the study of music.

ARTICLE III – MEMBERSHIP

Section 1 – Membership Classification

The following membership classes are open to those who meet the respective qualifications and pay the annual dues.

- a. Active Membership shall be open to all individuals professionally engaged in any field of musical activity. Such membership provides the privileges of participation in the activities of the Association, attendance at meetings upon the payment of registration fee, holding office, voting, and receiving a subscription to the American Music Teacher. MTNA strongly encourages its members to adopt the Code of Ethics as their personal model of professional conduct.
- b. Dual (spouse) – member pays full price and spouse pays half of that.
- c. Senior Membership shall be open to members 70 years of age with the last 5 years of consecutive membership.
- d. Six month membership shall be open to all individuals who join after January 1.
- e. Collegiate Membership shall be open to all full-time college students currently involved in music study, who are also members of an affiliated association. Student members shall be entitled to attend programs of the Association upon payment of the registration fee and to receive the official Association publication, but shall not have the right to vote, hold office, apply for national certification, or enter students into MTNA competitions.
- f. Honorary Life Membership is conferred by the Board of Directors upon individuals who have given distinguished service to PMTNM or to the art of music. Honorary Life members pay no state dues but pay their national dues. Honorary Life members qualifying for Active Membership have the rights and privileges of such membership.

Section 2 - Termination of Membership

No person who has been convicted of a crime involving the sexual or other abuse of a person shall be a member of PMTNM. Any information that a member of PMTNM has been convicted of a crime involving sexual or other abuse of a person shall be reported to the President of PMTNM, who shall immediately report the information to the National Executive Director and CEO of MTNA. If the National Executive Director and CEO of MTNA and PMTNM President substantiate that a person has been convicted of a crime involving sexual or other

abuse of a person, the two executives shall immediately terminate the membership and the certification of that person. Any membership terminated under this section shall be reinstated upon the filing with the National Executive Director and CEO of MTNA of a certified copy of the judgment reversing the conviction.

Section 3. Resignations

A member in good standing may resign from the Association by submitting a letter of resignation to the MTNA office. No dues refund will be given.

Section 4. Reinstatement

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

Section 5. Annual Dues

Annual dues for PMTNM/MTNA members are due on the first day of the membership year, as established by MTNA, after which date members are not in good standing nor entitled to any of the privileges of membership until dues are paid for the current membership year. State dues are prorated (half price) for new members who join the Association between Jan. 1 and June. 30.

Section 6. Membership Year and Fiscal Year

The fiscal year and the membership year for all membership categories except that of student shall commence on July 1 and end on June 30, as required by the MTNA Bylaws. The Collegiate membership year shall be October 1 to September 30.

ARTICLE IV. AFFILIATION

Section 1. Professional Music Teachers of New Mexico, Inc. (PMTNM) shall maintain affiliation with Music Teachers National Association, Inc. (MTNA), and shall operate in accord with the aims and purposes of the national association.

Section 2. Affiliated Local Associations.

An affiliated local association shall include "Music Teachers National Association" as part of its official name and shall use the phrase "Affiliated with the Professional Music Teachers of New Mexico, Inc."

Section 3. Affiliation Requirements.

Any city, town, or district music teachers association may petition to the Executive Committee for affiliation in PMTNM by providing evidence that two copies of the Local Association's governing documents have been filed with the PMTNM Executive Secretary-Treasurer and that they are consistent with those of PMTNM, and that its fiscal membership year coincides with that of PMTNM. Upon determining that a petitioning local music teachers association has fulfilled the requirements, the Executive Committee shall act upon the petition and approval will not be unreasonably withheld.

All members of a Local Association must be members of both PMTNM and MTNA.

Section 4. Annual renewal

Annual renewal of a Local Association shall be made without reconsideration by PMTNM provided that the affiliate has not formally notified PMTNM that it wishes to discontinue affiliation and that any changes in the Bylaws of the affiliated Local Association have been filed with PMTNM and are consistent with Bylaws of PMTNM and have been approved by PMTNM.

ARTICLE V. OFFICERS

Section 1. Officers and Duties

The elected officers of the Association shall be a President, Vice President, Certification Chair and Vice-President representing each District.

- a. The President shall be the principal elective office and presides at meetings of the Association, calls and presides at meetings of the Board of Directors, and appoints all standing and special committees as needed, and performs all other duties implied by the title, including the appointment of a Conference Chairperson as soon as possible after the selection of a conference site, and a Budget Committee (Refer to Article IX) to prepare a budget for the following year. He/she shall represent the Association at the MTNA Conference.
- b. The Vice President assumes all the duties of the President in the absence of that officer. The Vice President shall act as the coordinating officer to the six District Vice Presidents in promotion of membership. The current Vice President shall work as an understudy to succeed the President and shall be a member of the Budget Committee.
- c. The six District Vice Presidents shall act as members of a statewide membership committee and otherwise assist in the conduct of their respective district organizations. Each one is eligible to serve on committees as appointed by the President and perform other duties as delegated.
- d. Certification Chair shall promote the Certification program within the state.
- e. The Immediate Past President shall serve as an advisor to the President, serve on the Budget Committee, chair the Nominating Committee, and perform other duties as delegated.

Section 2. The Executive Secretary-Treasurer

The Executive Secretary-Treasurer shall be appointed by the Executive Committee for a two-year term, and may be eligible for reappointment.

- a. The Executive Secretary-Treasurer shall preside in the absence of the President and Vice President and shall be the custodian of all funds of the organization, shall keep an accurate record of members for the Roster, is responsible for the payment of all bills, for keeping an itemized account of all receipts and disbursements, and for the preparation of an annual report to the Conference.
- b. The Executive Secretary-Treasurer shall be responsible for working with a CPA in the preparation of the annual report to the membership, filing of all returns with IRS, NM Taxation and Revenue Department, the NM State Corporation Commission, and any other government entity.
- c. The Executive Secretary-Treasurer shall be responsible for keeping minutes of all business meetings of the Association and meetings of the Executive Committee and Board of Directors, sends copies of the minutes of the meetings to the members within 60 days after the meetings, and sees that those minutes are in legal form and properly preserved in a permanent Minute Book, and such other duties as are assigned by the Board of Directors.

Section 3. Archivist

The President appoints an Archivist, with the approval of the Executive Board, to serve until a successor is named. The Archivist is an ex-officio member of the Executive Board. Duties of the Archivist are to collect and keep in secure place all items of historical interest to the Association, including programs, pertinent newspaper and magazine articles, photographs and correspondence.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

A Nominating Committee shall be appointed by the President. The committee shall consist of the Immediate Past President who shall serve as chair and two members-at-large.

Section 2. Slate of Nominees

a. Officers to be elected are President, Vice President, six District Vice Presidents and Certification Chair. All officers shall be elected annually and may be eligible for re-election for a second one year term, and for subsequent one year terms.

b. This committee shall prepare a roster of candidates at least 30 days prior to the opening date of the annual conference, and it shall be presented to the Executive Secretary-Treasurer 15 days prior to the annual conference. The report of the Nominating Committee together with any other nominations made from the floor shall be submitted at the Conference

business meeting for vote by the membership. The newly elected officers shall be installed at the Conference business meeting. Outgoing officers have 60 days after the election to bring any files, records, etc. pertaining to his/her office up-to-date before turning over such data to the successor.

Section 3. Election

Officers shall be elected by majority vote, in a secret ballot, of members attending the Conference meeting. In the event of only one nominee for an office, a member may recommend election by acclamation.

Section 4. Vacancies

Except for a vacancy in the office of President which is automatically filled by the Vice-President, a vacancy may be filled by a written ballot circulated to the membership by means of the Newsletter with a name (or names) submitted by the current Nominating Committee. Ballots should be returned to the chairman of the Nominating Committee by a specified date. If time does not permit this procedure before summer vacations, the President may appoint an officer pro tem to assume the duties of the office until the next regular conference. Should the elected Vice-President be unable to assume the Presidency, the President shall be elected, for that term only, in the same manner as that of the other officers.

Section 5. One position

No officer may hold a national, division, or state office concurrently, except the Immediate Past President.

ARTICLE VII. GOVERNANCE

Section 1. Executive Committee

The Executive Committee shall consist of the officers: President, Vice President, Executive Secretary-Treasurer, six District Vice Presidents, and Certification Chair.

- a. The Executive Committee shall determine policies of the Association in consultation with the PMTNM Board of Directors and within the limits of the Bylaws. It shall actively pursue the purposes of the Association and shall have discretion in the disbursement of all funds of the Association. It shall employ the service of a C.P.A. It may adopt such rules and regulations for the conduct of Association business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.
- b. In order to transact business a quorum consisting of one-third of the Executive Committee must be present. Telephone or electronic polling may be used if necessary. The President or Executive Secretary-Treasurer may initiate telephone or electronic polling and the Secretary will record opinions/votes.

Section 2. Board of Directors

The Board of Directors shall consist of the President as Chairman, the Immediate Past President, Vice President, Executive Secretary-Treasurer, Six District Vice Presidents, Certification Chair, together with the various Student division chairmen, and any state resident member of the MTNA Division or National Board of Directors. The Editor of the PMTNM Newsletter shall be a member of the Board.

- e. The Board may make recommendations to the Executive Committee regarding policy and membership concerns.
- f. The Board shall have the power to rescind by a two-thirds vote any decision of the Executive Committee.
- g. One-third of the members of the Board shall constitute a quorum.

ARTICLE VIII – MEETINGS

Section 1. The Association shall hold an annual conference at a time and place to be determined by the Executive Board. At the general meeting held during this conference, the President shall permit the general membership to bring forward items for consideration. Notice of the Conference shall appear in the Newsletter prior to the Conference.

Section 2. A majority of the members entitled to vote and who are in attendance shall constitute a quorum for the election of officers and for the transaction of business at any annual or special membership meeting.

Section 3. Special meetings of the Executive Committee may be called by the President or upon the request of not less than one-third of the Executive Committee, or upon a signed petition from one-third of the Active members of the Association.

Section 4. The Board of Directors shall meet twice each year, or as many times as necessary to fully conduct the business of the Association. Prior to such meetings the Executive Committee will prepare various items to be presented before the Board of Directors. Special meetings of the Board of Directors may be called by the President or upon the request of not less than one-third of the members of the Board of Directors or upon a signed petition from one-third of the Active members of the Association.

Section 5. Any member in good standing with a concern about the operation of the PMTNM organization may contact the President and request in writing to have his/her concern put on the next Board of Directors meeting agenda and be invited to speak at the meeting to present his/her concerns to the Board of Directors.

ARTICLE IX - COMMITTEES

Section 1. The Board of Directors may authorize the appointment by the President of such standing and special committees as represent the well-defined and continuing interest of the Association's membership in all fields.

- a. Chairmen of such committees are appointed for terms of one year. Personnel of a standing committee may be changed upon recommendation of the chairman. The President may terminate the chairmanship.
- b. Standing committees are composed of not more than ten members.
- c. The Board of Directors is responsible for continuing or changing the status of all standing committees.

Section 2. Budget Committee – The Executive Secretary-Treasurer shall serve as chair of the Budget Committee, assisted by the President, Immediate Past President, Vice President, and one member-at-large.

Section 3. Nominating Committee – The Immediate Past President shall serve as Chair of the Nominating Committee, along with two members-at-large. The President shall serve as an ex officio member of all committees except the Nominating Committee.

ARTICLE X – PARLIAMENTARY

Section 1. Parliamentarian

The President shall appoint a parliamentarian to provide parliamentary opinion during meetings of the Board of Directors and the annual business meeting of the Association.

Section 2. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association's meetings in all cases in which they are applicable, and in which they are not inconsistent with the Articles of Incorporation, the Bylaws of the Association and any special rules of order the Association may adopt.

ARTICLE XI – PUBLICATIONS

The Bylaws shall be printed and included in each member handbook as well as posted on the PMTNM website. Revisions or amendments will be distributed to members as they occur.

ARTICLE XII – INDEMNIFICATION OF OFFICERS

Any person who is or was made or threatened to be made a party to any legal proceeding by reason of the fact that he or she is or was an officer or chair of the Association, or

is or was serving at the request of the Association as an officer or chair or employee of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association to the maximum extent authorized by the New Mexico Nonprofit Corporation Law, as amended.

ARTICLE XIII – NON-PROFIT STATUS

Section 1. The Association is organized exclusively for charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization to which contributions are deductible under Section 170- (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association by donation to the MTNA Foundation, or to another organization or organizations organized and operated exclusively for charitable and 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the current President of the Association resides, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 4. The Association is a non-profit organization.

Section 5. The recipients of scholarships cannot be related to the members of the selection committee.

ARTICLE XIV – AMENDMENTS

The Association meeting in conference shall have the power to make amendments to this document as necessary, provided any amendment shall have been submitted in writing to the body at least 30 days prior to the vote. A two-thirds vote of Conference attendees must approve any amendment. Upon recommendation of the Executive Committee and Board of Directors, this document may be amended by mail or electronic mail ballot using the same procedures.