

# NVMTA By-Laws

Revised, 2017

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## ARTICLE I. NAME

The name of this organization shall be the Northern Virginia Music Teachers Association.

## ARTICLE II. PURPOSE

**Section 1.** The purpose of this organization is to stimulate the study and enjoyment of music; to broaden the vision and expertise of its members, and to promote musical culture in the community. The organization shall comply with the By-Laws of its affiliates: the National Federation of Music Clubs, the Virginia Federation of Music Clubs, the Music Teachers National Association, and the Virginia Music Teachers Association.

**Section 2.** Northern Virginia Music Teachers Association shall maintain its status as a 501(c)(3) organization.

**Section 3.** Notwithstanding any other provision of these articles, this Organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

## Article III. MEMBERSHIP

### Section 1. Classes of Membership

A. Active: An active member must belong to VMTA and MTNA. An active NVMTA member has automatic membership in the National Federation of Music Clubs and the Virginia Federation of Music Clubs. The active member has full voting privileges, may hold office, and participate in all functions.

B. Collegiate: Collegiate membership is open to all full-time college students currently involved in music study. Collegiate members shall have the right to apply for certification and enter students in all NVMTA events but shall not have the right to vote or hold office. The Collegiate member must belong to VMTA and MTNA, and has automatic membership in NFMC and VFMC.

C. Friends of NVMTA: Friends of NVMTA are those interested in aiding the objectives of NVMTA. "Friends" have no voting privileges and cannot hold office, but may have committee assignments. Friends will not be eligible to enter their students in NVMTA events and will not be eligible to join the Referral Service.

## **Section 2. Dues**

A. Annual dues for Active members of the Association are fixed by MTNA and VMTA. A statement is sent to members by MTNA and is payable by July 1<sup>st</sup>, along with NVMTA dues. NVMTA dues shall be fixed by the Executive Board of NVMTA, to be voted on by the majority of the members at a General Membership meeting where a quorum is present. The fiscal year for Active members begins July 1<sup>st</sup> and ends June 30<sup>th</sup>.

B. Those who were members of NVMTA before the 1979-80 year and do not wish to join VMTA and MTNA have the option of paying local dues only, while exercising full privileges of the association. The dues will be payable to NVMTA by July 1<sup>st</sup>.

C. Annual dues for Collegiate members of the Association are fixed by MTNA and VMTA. The fiscal year for Collegiate members begins October 1<sup>st</sup> and ends September 30<sup>th</sup>. Dues for Collegiate members will be payable by October 1<sup>st</sup>.

D. Annual dues for Friends of NVMTA shall be the current NVMTA dues.

E. Active members 70 or older have the option of a 50% discount in their NVMTA dues.

## **Section 3. Revocation of Membership**

A. No person who has been convicted of a criminal sexual offense shall be a member of NVMTA. Such conviction shall be authenticated through the database of the Virginia Department of Corrections or such government entity that lists and monitors such acts or actions. Knowledge of an individual's conviction of a criminal sexual offense shall be reported to the President of NVMTA. Upon substantiation of the facts, the President of NVMTA shall immediately report the accusation to the President of MTNA. The President of NVMTA shall immediately terminate the membership and participation of that member from all activities of NVMTA.

B. Any member terminated under this section shall be reinstated upon filing with the President of NVMTA a certified copy of the judgment reversing the conviction.

## **ARTICLE IV. OFFICERS**

**Section 1.** Elected Officers shall be President, Vice-President, Recording Secretary, Treasurer, and three Board Members-at-large.

### **Section 2. Terms of Office**

A. A term of office shall be two years, with the exception of the members-at-large who serve for three years.

B. The President and Recording Secretary shall be elected in odd-numbered years. The Vice-President and Treasurer shall be elected in even-numbered years.

C. All terms of office shall begin at the conclusion of the Annual Meeting.

### **Section 3. Duties of Officers**

A. The President shall preside at all meetings of NVMTA and shall appoint a chair of each standing committee or temporary committee, except the Budget Committee, for which the Treasurer will serve as chair, the Nominating Committee, whose chair will be appointed by the Executive Committee, and a Parliamentarian, which shall require approval of the Executive Board. The President shall be an ex-officio member of all committees except the nominating committee. The President shall previously have served as an elected officer or as a Committee or Event Chair. The President shall perform all other duties usually associated with this office.

B. The Vice-President shall in the absence or disability of the President, perform the duties associated with that office and shall have the same power and duties as the President when acting in that capacity. The Vice-President shall serve as Chair of Student Events. The Vice-President shall previously have served as an elected officer or as a Committee or Event Chair.

C. The Recording Secretary shall make and preserve a record of the proceedings of the formal meetings of NVMTA, including decisions taken at meetings of the General Membership, Executive Board, and Executive Committee. Once reviewed by the President, an unofficial copy of the minutes of each meeting shall be sent to each Board member in a timely manner, to be approved at the following meeting. Approved minutes will be posted to the website. The Recording Secretary shall maintain a record of the By-Laws, standing rules, and policies with any amendments to these documents properly recorded.

D. The Treasurer shall have custody of the general funds of NVMTA, make disbursements, keep an itemized account of all receipts and disbursements, present a financial report to the Executive Board and General Membership at each meeting, and must make all financial records available for audit when necessary. The Treasurer shall deposit Scholarship Endowment Fund (SEF) donations and transfer them to the SEF account. The Treasurer shall oversee the filing of tax returns and any other required documents to maintain 501(c)(3) status.

E. The three Board Members-at-large shall be elected for 3-year staggered terms. They shall serve on the Executive Board and the Executive Committee.

#### **Section 4. Removal from Office**

Any officer shall cease to hold office upon termination of membership, or may be removed from office upon recommendation of the Executive Board, by two-thirds vote of the members present and voting at a regularly scheduled general meeting with a quorum present. Such action may be taken when it appears evident that an officer has been or is unable to serve or is otherwise unqualified. After an absence of four consecutive meetings an officer shall be removed from office.

#### **Section 5. Vacancies**

Vacancies among officers of NVMTA shall be deemed to exist in event of death, resignation or removal from office. Any such vacancy shall be filled by appointment of the President after consultation with the Nominating Committee and with approval of the Executive Committee. An officer thus chosen shall serve only until the next annual election.

#### **Section 6. Nominations and elections**

A. Prior to the first general meeting of the Fiscal Year, the Executive Committee shall appoint a Nominating Committee Chair. The Chair of the Nominating Committee shall be an outgoing member of the Executive Committee. If there is no outgoing member of the Executive Committee who is willing and eligible to serve as Nominating Committee Chair, the Executive Committee may appoint any former officer or former board Member at Large. The Nominating Committee Chair shall choose four additional members of the committee: two from the Executive Board who are not on the Executive Committee and two from the General Membership who are neither on the Executive Board nor the Executive Committee. No one may serve on the Nominating Committee more than once in five years.

B. The membership shall be notified that they may contact the nominating committee with any suggestions for nominees.

C. At the first general meeting of the Calendar Year, the nominating committee shall present a slate of candidates for each open office for the ensuing term. Nominations from the floor will be accepted with the consent of the nominees involved. After this meeting, nominations are closed.

D. The President shall appoint a committee of tellers immediately following the report of the Nominating Committee. The tellers will be responsible for distributing (which may be done digitally), collecting, and counting the ballots and reporting the results to the Secretary. Ballots must be distributed by March 1 and received by April 1.

E. In the event of a tie for any office, an election by written ballot of members present shall be conducted at the first general meeting after April 1.

F. Officers will be sworn in at the Annual Meeting in May.

## **ARTICLE V. MEETINGS OF THE GENERAL MEMBERSHIP**

**Section 1.** Regular General Membership Meetings shall be held September through April, at the discretion of the Executive Board. Regular meetings may be canceled with cause at the discretion of the President.

**Section 2.** The Annual Meeting of NVMTA shall be held in May and will include the Installation of Officers.

**Section 3.** Special Meetings of the General Membership may be called by the President upon approval of five members of the Executive Board. The purpose, time and place of the meeting shall be stated in the notification occurring at least seven (7) days in advance.

**Section 4.** Quorum at Regular meetings shall be twenty active members.

## **ARTICLE VI. EXECUTIVE BOARD**

**Section 1.** The Executive Board shall be comprised of the officers, three members-at-large, and chairs of the various activities for students, professional development, and support services, including representatives to VFMC and VMTA.

**Section 2.** The function of the Executive Board shall be to establish policy, make administrative decisions regarding the various NVMTA programs and committees, and to take action in case of emergency.

**Section 3.** Meetings of the Executive Board will take place at least three times each year, as follows: a planning meeting in June, a meeting before the September NVMTA meeting at which time a budget for the current year shall be presented, and a meeting before the January meeting to evaluate current year projects and activities.

**Section 4.** Special meetings of the Executive Board may be called by the President. The purpose, time and place of the meeting shall be stated in the notification occurring at least seven (7) days in advance.

**Section 5.** Quorum at Executive Board meetings shall be at least 15 Board members.

## **ARTICLE VII. EXECUTIVE COMMITTEE**

**Section 1.** The Executive Committee shall be comprised of the four elected officers (President, Vice-President, Treasurer, and Recording Secretary) and three elected Members-at-Large.

**Section 2.** Meetings of the Executive Committee may be called by the President as needed.

**Section 3.** The function of the Executive Committee shall be to implement policies set by the General Membership and Executive Board.

**Section 4.** The Executive Committee shall approve all expenditures which exceed the approved budget for any given line item by more than 10%.

**Section 5.** The Rules and Regulations for all NVMTA-sponsored events are available on the website. Any disputes concerning these rules or other matters must first go to the Ombudsman. If the dispute cannot be resolved by the Ombudsman, the matter will be heard by the Executive Committee, whose decision in the matter will be final.

#### **ARTICLE VIII. COMMITTEES**

**Section 1.** The President, with the advice and consent of the Executive Board, shall appoint such standing and ad hoc committees and chairs as may be required by the By-Laws, or as may be deemed necessary or beneficial.

**Section 2.** It is required that all chairs have a co-chair.

**Section 3.** A chair, co-chair, or designated representative shall be present at every event and at each venue at all times.

#### **ARTICLE IX. TRANSACTION AUTHORITY**

The Executive Board shall be empowered to authorize Chairs or Elected Officers, either prospectively or retroactively, to conduct transactions on behalf of the organization to carry out the duties of their offices or chairmanships.

#### **ARTICLE X. INDEMNITY**

**Section 1.** NVMTA assumes liability for actions taken by Elected Officers, Executive Board members, and event Chairs in the performance of their official duties, except when they have engaged in fraud, abuse or gross neglect of duty as determined by the Executive Board. Except for transactions not authorized by the Executive Board, NVMTA indemnifies Elected Officers, Executive Board members, event Chairs and all former Executive Board members and event Chairs against all reasonable expenses arising out of their Office or official service to NVMTA.

**Section 2.** This Article constitutes the minimum level of protection and indemnity that NVMTA assumes on behalf of its Officers, Board Members, and Chairs. It does not supersede protection that may be available through insurance policies or other means.

#### **ARTICLE XI. ENDOWMENT FUND**

**Section 1.** The Scholarship Endowment Fund (SEF), inaugurated in 2000 to celebrate NVMTA's 50th anniversary, consists of donations to NVMTA specifically designated to be given as monetary awards. These funds are to be invested in a prudent manner.

**Section 2.** Disbursement of SEF funds requires the approval of the Executive Board.

**Section 3.** Oversight. The SEF shall be managed by an Investment Advisory Committee consisting of three members appointed by the President and approved by the Executive Board to 3-year staggered terms. Committee members may be reappointed. Their duties are to review investment strategy, monitor investment performance, maintain accurate records of the sources and disposition of funds, adhere to commitments made to donors, report activities to the Executive Board and report annually to the membership.

## ARTICLE XII. DISSOLUTION

**Section 1.** The period of duration of the Northern Virginia Music Teachers Association (NVMTA) is perpetual. Voluntary dissolution may be achieved by a two-thirds majority of the votes cast at a regular or special meeting of the membership, or by mail ballot, provided that members have been notified of the proposed dissolution in writing at least 30 days in advance of the meeting.

**Section 2.** Upon dissolution of NVMTA, the Executive Committee shall make provisions to pay all obligations due and owing by the organization or that will become due and owing. All of the remaining funds and assets shall then be divided equally between the Virginia Federation of Music Clubs and the Virginia Music Teachers Association, both organized and operated as 501(c)(3) organizations under the Internal Revenue Code of 1954.

## ARTICLE XIII. SPECIAL DESIGNATIONS AND HONORS

Laureates. In recognition of outstanding extended service to NVMTA, a Laureate designation may be conferred upon an NVMTA member, or former member, by vote of the Executive Board and the General Membership. Active Laureates may hold office, have full voting privileges and may participate in all functions.

## ARTICLE XIV. FINANCIAL OVERSIGHT

**Section 1.** The President will appoint a Budget Committee annually, prior to each fiscal year. The fiscal year for NVMTA begins on 1 July and continues through 30 June. The Treasurer will serve as Chair of the Budget Committee, whose purpose is to form a budget to be presented to the general membership for approval.

- A. The proposed budget must represent planned revenues that meet or exceed planned expenditures for the fiscal year.
- B. Exceptions, to include use of savings account funds, must be approved by the Executive Board.

**Section 2.** The Treasurer shall provide quarterly budget summaries to the general membership.

- A. Committee chairpersons shall be responsible for managing their respective areas within the approved budget.
- B. The Treasurer's quarterly reports shall specifically highlight any items that exceed or are projected to exceed their projected budget.

**Section 3.** Any expenditure that exceeds the projected budget of any line item by more than 10% must be approved by the Executive Committee.

**Section 4.** Any expenditure greater than 5% of the total approved budget must be approved by the General Membership.

**Section 5.** The Treasurer shall ensure an annual audit of all NVMTA finances and accounts

**Section 6.** All income from any NVMTA event of any kind, including fundraising, shall be deposited in an NVMTA approved checking account that is under the administration of NVMTA unless the Executive Board approves action to do otherwise.



**Section 7.** It is the fiscal policy of NVMTA that net gains from a particular NVMTA event are used by NVMTA for administrative and awards costs, and are not carried from one fiscal year to the next for use in that event. Likewise, any net losses from any NVMTA events are absorbed by NVMTA in the fiscal year in which they occur. The exception to this policy is the net gain or loss from Spring Festival that is carried from one year to the next and is used only for Spring Festival financial activities.

**Section 8.** No officer or event chair of NVMTA shall receive monetary or financial compensation for the performance of his or her duties. NVMTA will pay for professional services needed to operate effectively, such as an accountant who is a CPA, professional printing services, a website manager, piano tuners and repair personnel, judges for various events, computer specialists, and other such service personnel. NVMTA will pay for the normal costs incurred in the running of both its events and its administration. These costs include, but are not limited to, such items as postage, rental, printing, photocopying, and food reimbursements.

#### **ARTICLE XV. PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order, Newly Revised, 11<sup>th</sup> Edition*, shall govern NVMTA in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

#### **ARTICLE XVI. AMENDMENT OF BY-LAWS**

These By-Laws may be amended at any regular or special meeting of NVMTA by a two-thirds vote of the members present, provided notice of the proposed amendment has been given at a previous business meeting and copy thereof has been sent to each member of NVMTA at least five days prior to the vote.