

MINNESOTA MUSIC TEACHERS ASSOCIATION BYLAWS

Article I. Name, Affiliation

Section 1. The name of the corporation is MINNESOTA MUSIC TEACHERS ASSOCIATION, hereafter referred to as MMTA or the Association.

Section 2. MMTA shall be affiliated with the Music Teachers National Association, Inc., hereinafter referred to as MTNA.

Article II. Purpose

The purpose of MMTA is enhancing the professional status of its members and advancing the common business interests of music teachers of Minnesota and not for the purpose of engaging in a regular business of a kind ordinarily carried on for profit, thus operating as a professional association within the meaning of Section 501 (c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. In furtherance of this purpose, MMTA may engage in charitable and educational activities, the participation in and sponsorship of programs for the enrichment of music education and the encouragement of musical performance and creativity.

Article III. Membership

Section 1. Membership Classifications

The following membership classes are open to those who meet the respective qualifications and pay the annual dues provided for the respective classification pursuant to Section 4 hereof:

- a. Active Membership is open to any person professionally engaged in any field of musical activity and who are also members of MTNA. Those persons holding Active Membership shall be entitled to participate in all association activities and programs, vote, hold office, and receive official Association publications. Active members of MMTA who have attained the age of seventy (70) shall pay reduced membership dues.
- b. Collegiate membership is open to all college students currently involved in music study. Collegiate members shall be entitled to the same privileges as Active members, but shall not have the right to vote, hold office, or enter students in the MTNA competitions as a Collegiate Member.
- c. High School membership in MMTA is open to high school students, age 15 and above, currently involved in regular music study. High School members are not eligible for membership in MTNA. MMTA high school student members shall be entitled to the same privileges as Active members, but shall not have the right to vote, hold office, or enter students in the MTNA competitions as a High School Member.
- d. Retired Membership is open to those who have been active members for at least 20 continuous years, who have reached the age of 65, and who have essentially retired from teaching. A member must send written notice to the MTNA executive director for this class of membership to be activated. When granted by MTNA, the membership status is changed at both National and State levels. Retired members will receive a 50% reduction of dues and may vote, but cannot hold elective office or enter students in MTNA/MMTA competitions or programs.
- e. Patron Membership is open to any organization, institution, or individual interested in music and desiring to further the aims of MMTA. Patron members may join MMTA without joining MTNA. Patron members receive periodicals and other publications and are encouraged to attend events. Patron

membership requires payment of annual dues but does not include the right to hold office, vote, or enter students in MMTA or MTNA programs.

f. Honorary Life Membership may be conferred by the MMTA Board of Directors upon individuals who have given distinguished service to MMTA or to the art of music. Honorary Life Members shall pay no dues. Honorary Life Members qualifying for Active Membership shall have the rights and privileges of such membership. An Honorary Membership is for the lifetime of the member unless revoked by vote of the Board of Directors.

Section 2. Out-of-State Members

Membership shall be open to residents of other states as well as residents of Minnesota. Out-of-state members, upon payment of Minnesota dues, shall be entitled to all privileges of membership. Such members will be required to pay MTNA dues only in their state of residency.

Section 3. Membership Year

The Board of Directors shall determine the membership year for all membership classifications.

Section 4. Annual Dues

- a. Annual dues for all categories of membership shall be due as determined by the board of directors.

- b. Annual dues for all classifications of membership shall be due on the first day of the membership year, after which date members are not entitled to any of the privileges of membership until dues are paid for the current membership year.

Section 5. Revocation 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 MMTA. Any accusation that a member of MMTA has been convicted of a crime involving sexual or other abuse of a person shall be reported to the President of MMTA, who shall immediately report the accusation to the President of MTNA, who shall appoint a three-person committee to ascertain the validity of a conviction. If the committee substantiates that a person has been convicted of a crime involving sexual or other abuse of a person, the President of MTNA shall immediately terminate the membership and the certification of that person. Any action authorized by the MTNA President in this resolution may be appealed to the Board of Directors of MTNA. Any membership terminated under this section shall be reinstated upon the filing with the MTNA President of a certified copy of the judgment reversing the conviction.

Article IV. Officers

Section 1. Officers

The Board of Directors shall consist of the following elected officers:

- a. President
- b. President-Elect
- c. Vice-President – Piano Contest
- d. Vice-President – Convention
- e. Vice-President – Piano Educational Programs
- f. Vice-President – Finance
- g. Vice-President – Voice & Instrumental Programs
- h. Vice-President – Membership
- i. Vice-President – Marketing
- j. Recording Secretary
- k. Treasurer

I. Immediate Past President

Section 2. Duties of Officers

a. President

The President shall have general active management of the business of the corporation; when present, preside at meetings of the Board of Directors and of the annual membership meeting. In the absence of the President, the next officers as listed in Article IV, Section 1, in due order shall preside. The President shall call an organizational meeting of the continuing and newly elected officers before the first day of the month following the annual meeting. All appointments approved by the Board of Directors at that meeting shall take effect on the first day of the month following the annual meeting. The President, with the approval of the Board of Directors, shall release all independent contractor services for submission of bids on an annual basis. The President shall see that orders and resolutions of the board are carried into effect; sign and deliver in the name of this corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by this corporation's organizational documents or by the board to another officer or agent of the corporation; and maintain records of and, when necessary, certify proceedings of the board and the members. The President shall serve as a member ex officio of all committees except the nominating committee. The President shall serve as supervisor of committees as outlined in the MMTA Policies and Procedures manual, and shall perform all other duties implied by his/her title.

b. President-Elect.

The President-Elect shall assume all duties of the President in the absence of that officer or if the office of the President shall become vacant. The President-Elect may perform such other duties applicable to the office as assigned by the President, the bylaws, the Board of Directors, and the MMTA Policies, Fees, and Procedures Manual.

c. Vice-President for Piano Contest

The Vice-President for Piano Contest shall act as the supervisor of the MMTA annual contest, MMTA annual solo festival, State Honors Concert, and shall serve as supervisor of committees as outlined in the MMTA Policies, Fees, and Procedures manual.

d. Vice-President for Conventions

The Vice-President for Conventions shall be responsible for planning the annual convention and shall serve as supervisor of committees as outlined in the MMTA Policies, Fees, and Procedures manual.

e. Vice-President for Piano Educational Programs

The Vice-President for Piano Educational Programs shall act as the supervisor for all educational committees and programs as outlined in the MMTA Policies, Fees, and Procedures manual.

f. Vice-President for Finance

The Vice-President of Finance shall plan for the long-range financial health of MMTA; oversee the financial development of programs, the investment of MMTA funds and the purchasing of inventory and supplies, and investigate creative means of financing operations. The Vice-President for Finance shall serve as supervisor of committees as outlined in the MMTA Policies, Fees, and Procedures manual.

g. Vice-President for Voice & Instrumental Programs

The Vice-President for Voice & Instrumental Programs shall be responsible for appointing the Voice & Instrumental Contest and Exams personnel, and serve as supervisor of committees as outlined in the MMTA Policies, Fees, and Procedures manual.

h. Vice-President for Membership

The Vice-President for Membership shall coordinate all aspects of membership and certification and shall serve as supervisor of committees as outlined in the MMTA Policies, Fees, and Procedures manual.

i. Recording Secretary

The Recording Secretary shall record the minutes of all meetings of the Board of Directors and the annual membership meeting, and make available all minutes to the Board of Directors, MMTA Office, and others as designated by the Board of Directors no later than ten (10) days following each and every meeting. The Secretary shall serve as supervisor of committees as outlined in the MMTA Policies, Fees, and Procedures manual.

j. Treasurer

The Treasurer shall be responsible for overseeing, in cooperation with the President, all financial affairs of the Association. The Treasurer shall be responsible for monthly financial reports to the Board of Directors and the preparation of an Annual Report to the membership, shall submit the MMTA financial records for annual compilation and preparation of tax returns, and shall serve as supervisor of committees as outlined in the MMTA Policies, Fees, and Procedures manual.

k. Immediate Past President

The Immediate Past President serves as an advisor to the Board and has full voting rights.

Section 3. Election of Officers

a. Officers, except the President and the Immediate Past President, shall be elected by majority vote at the annual membership meeting

b. The President-Elect, Vice President for Conventions, Vice President for Piano Educational Programs, Vice President for Voice & Instrumental Programs, Vice President for Marketing, and the Treasurer shall be elected in odd-numbered years. The Vice-President for Piano Contest, Vice President for Finance, Vice-President for Membership, and Recording Secretary shall be elected in even-numbered years.

Section 4. Term of Office

a. Each officer shall be elected for one term of two years. These offices shall be assumed on the first day of the month following the annual meeting, with the exception of the Treasurer who shall assume office on the first day of the fiscal year following the annual meeting.

b. Officers may not serve more than two consecutive terms in the same office. The President-Elect, President, and Immediate Past President may not serve back-to-back terms.

Section 5. Succession

a. The President-Elect, upon completion of their term of office, shall automatically become President of the Association. Should the President-Elect be unable to assume the office of President, the President will be elected for that term only, in the same manner as the other officers.

b. The President, upon completion of their term of office, shall automatically become the Immediate Past President.

Section 6. Vacancies

a. In the event of a vacancy in the office of President, the President-Elect shall become President. This President's term shall be no less than one year, but no more than three years.

b. An appointee who completes an unexpired term of President-Elect may become President at the completion of that term only by election to the office of President at the annual membership meeting.

c. If the President-Elect assumes the presidency due to a vacancy, the nominating committee chair shall be instructed to submit a nomination for the office of President-Elect at the next annual membership meeting of MMTA which shall be called by the Board of Directors. The name of the nominee shall be sent to the membership at least fifteen (15) but not more than ninety (90) days before the date of the called annual membership meeting. This election shall be held at any annual membership meeting, and the officer will have tenure of office of President-Elect until becoming President.

d. In the event of a vacancy in offices other than the President, the office shall be filled by appointment by the Board of Directors.

Article V. Board of Directors

Section 1. Governance

The governance of the Association shall be vested in the Board of directors.

Section 2. Authority

In addition to the powers and authority expressly conferred upon it in these bylaws, the Board of Directors shall have the right, responsibility, and authority to exercise all such powers and perform such acts as may be exercised or done by the Association.

Section 3. Duties

a. The Board of Directors shall actively pursue the purposes of the Association. 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. All business and property of MMTA shall be managed by the Board of Directors.

b. The Board of Directors shall have discretion in the disbursement of all funds of the Association and shall submit an Annual Financial Report to the membership.

Section 4. Board of Directors Meetings

The Board of Directors shall hold meetings as often as needed to conduct the business of MMTA. Special meetings of the Board of Directors may be called by the President or upon the request of not less than five (5) members of the Board of Directors or upon a signed petition from fifty (50) active members of MMTA.

Section 5. Quorum

One-third of the members of the Board of Directors then seated shall constitute a quorum to conduct business.

Section 6. No Compensation

No member of the Board of Directors shall receive compensation for their services but the Board may authorize reimbursement of expenses incurred in the performance of duties.

Section 7. Conflict of Interest

a. MMTA shall not enter into any contract or transaction with (a) one or more of its directors, officers, or a member of the immediate family of its director or officer, (b) a director or officer of a related organization, or a member of the immediate family of a director or officer of a related organization, or (c) an organization in or of which the corporation's director or officer, or member of the immediate family of

its director or officer, is a director, officer, legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a quorum.) Failure to comply with this Section shall not invalidate any contract or transaction to which this corporation is a party.

b. Definitions.

For purposes of the prior section, "immediate family" encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children's spouses or children's domestic-partners-in-fact, siblings, or spouses or domestic-partners-in-fact of siblings. "Domestic-partner-in-fact" is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long-term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by the State, regardless of whether such relationship is defined by or otherwise recognized by any governmental authority. "Material financial interest" encompasses, but is not limited to, an individual's relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization, but for purposes of the prior section "material financial interest" does not include fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee, or agent of the corporation, even though the first director is also receiving compensation from the corporation.

Article VI. Membership Meetings

Section 1. Annual Meeting

There shall be an annual membership meeting of the Association, time and place to be determined by the Board of Directors.

Section 2. Special Meetings

Special meetings of the membership may also be called at the discretion of the Board of Directors.

Section 3. Notification of Meetings

Members shall be notified of every annual or special membership meeting at least fifteen (15) but not more than ninety (90) days in advance of the meeting.

Section 4. Quorum

Ten percent (10%) of the current membership entitled to vote shall constitute a quorum for the election of officers and for the transaction of business at every annual or special membership meeting.

Section 5. Members list for meeting.

A list of names of each member entitled to vote at the meeting shall be made available at the annual meeting.

Section 6. Written ballot.

An action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes Section 317A.447, as now enacted or hereinafter amended.

Article VII. Indemnification

Section 1. Coverage.

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, against the expenditures enumerated in Section 2, herein, by reason of the former or present capacity of the person as:

- (a) a director, officer, employee, or member of a committee of this corporation, or
- (b) a governor, director, officer, partner, trustee, employee or agent of another organization (including employee benefit plans), who while a director, officer, employee, or member of a committee of this corporation, is or was serving another organization at the request of this corporation, or whose duties as a director, officer, employee, or member of a committee of this corporation involve or involved such service to another organization.

Section 2. Indemnified expenditures.

Indemnification is mandatory, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- (a) acted in good faith;
- (b) received no improper personal benefit and section 317A.255 of Minnesota Statutes, 1994, as now enacted or hereinafter amended, regarding conflicts of interest, has been satisfied;
- (c) in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
- (d) in the case of acts or omissions occurring by a director, officer, employee, or member of a committee of this corporation acting in such official capacity, reasonably believed that the conduct was in the best interests of this corporation, or in the case of acts or omissions occurring by a director, officer, employee, or member of a committee of this corporation who is or was serving another organization at the request of this corporation, or whose duties as a director, officer, employee, or member of a committee of this corporation involve or involved such service to another organization, reasonably believed that the conduct was not opposed to the best interests of this corporation.

Section 3. Eligibility, advances, and ancillary recovery.

Determination of eligibility for indemnification payments or advances shall be made in accord with section 317A.521, subd. 6 of Minnesota Statutes, 1994, as now enacted or hereinafter amended. Advances of expenses incurred which are payable under Section 2 of this Article shall not be made prior to a final disposition of a proceeding unless same are paid from insurance policies held by the corporation. Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.

Section 4. Insurance.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

Article VIII. Committees

Section 1. Standing Committees.

a. Nominating Committee.

The Nominating Committee, consisting of a chair and three (3) members, shall be elected at the annual membership meeting to make nominations for the officers to be elected the following year. No later than two (2) months before the election, the chair of this committee shall submit the name of one (1) nominee for each office to the President. The recording secretary shall mail the names of the nominees to all

members at least fifteen (15) but not more than ninety (90) days before the election. Members have the privilege of making further nominations from the floor of the annual membership meeting, with the consent of the nominee.

b. Executive Committee

The Executive Committee shall be chaired by the Vice-President of Finance and also consist of the President, President-Elect, Immediate Past President, and the Treasurer. It shall be responsible for the hiring, performance evaluation, salary administration, and dismissal of MMTA employees as well as the definition of employee responsibilities.

Section 2. Other committees.

Members of the Board of Directors shall create or dissolve committees and appoint committee chairs as deemed beneficial to the Association as stated in the Policies, Fees, and Procedures manual. All committee chairs, except the Nominating Committee, may appoint members to their committees as they deem advisable.

Article IX. Affiliated Local Associations

Section 1. Affiliation Requirements

Any city, town or district music teachers association may petition to the MMTA Board of Directors for affiliation in MMTA provided that it guarantees on the basis of submitted membership rosters that one hundred percent (100%) of its members who meet the requirements of MMTA membership.

Section 2. Affiliation Statement

In referring to its affiliation, each local association shall use the phrase, "Affiliated with the Minnesota Music Teachers Association." This specified phrase shall be included in the constitution/bylaws of all affiliated local associations.

Section 3. Annual Renewal

Annual renewal of a local association is automatic unless the affiliate has formally notified the Board of Directors that it wishes to discontinue affiliation. It is the responsibility of the affiliate to certify that all governing documents are in compliance with the MMTA local association requirements.

Section 4. Local Association Termination

The Board of Directors of MMTA may suspend or terminate any local association for justifiable cause.

Article X. Fiscal Year

The fiscal year shall commence on August 1 and end on July 31.

Article XI. Electronic Communications

A director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Article XII: Amendments

Section 1. Amendment by the Board of Directors

The Board of Directors alone may amend these bylaws except for actions to adopt, amend, or repeal a bylaw listed in Article XII: Section 2.

Section 2. Amendments that Require MMTA Membership Ratification

The following bylaws may be proposed by the Board of Directors but require ratification from the MMTA membership: a quorum for meetings of MMTA members, procedures for removing MMTA members, the procedure(s) for filling vacancies in the Board of Directors, fixing the number of officers, the staggering of terms of officers, the length of terms of officers, or the requirements to serve as an officer. Written notice of the proposed amendment(s) must be submitted to the membership at least thirty days in advance of the annual meeting. The MMTA membership must then ratify the amendment(s) at the annual meeting by a majority vote.

Section 3. Amendment by Voting Members

Active MMTA members may propose amendments to these bylaws by petition of at least ten percent of the MMTA membership. Proposed amendments must be submitted to the Board of Directors. Written notice of the proposed amendment(s) must be submitted to the MMTA membership at least thirty days in advance of the annual meeting. The MMTA membership must then ratify the amendment(s) at the annual meeting by a majority vote.

Adopted by the membership at the annual convention on June 19, 1972, and amended at the following annual conventions: June 14, 1976; June 13, 1977; June 12, 1978; June 18, 1979; June 9, 1980; June 6, 1983; June 6, 1989; June 5, 1990; and June 4, 1991. Articles of Incorporation and Bylaws restated June 8, 1993; June 3, 1997; June 2, 1998. Bylaws amended by resolution of the Board of Directors, May 11, 2001; May 3, 2002. Bylaws amended by the membership at the annual convention, June 11, 2002. Bylaws amended by resolution of the Board of Directors, June 12, 2002; August 27, 2002; January 14, 2005; May 20, 2005, September 30, 2005. Bylaws amended by the membership at the annual convention, June 6, 2006. Bylaws amended by resolution of the Board of Directors, July 31, 2007. Bylaws amended by the membership at the annual convention, June 13, 2013 and June 4, 2024. Bylaws amended by resolution of the Board of Directors, November 15, 2024.