

Louisiana Music Educators Association

Articles of Incorporation

And

By-Laws

Amended and approved by the LMEA Board of Directors

Preamble

The first constitution was adopted February 21, 1936 with revisions made in 1939.

The first incorporation was done May 16, 1957.

This revision is dated 2011.

Article I

The name of this corporation is Louisiana Music Educators Association, Incorporated.

Article II

Purpose

The purpose for which this Corporation is formed and organized is as follows: to elevate the character, to advance the professional interest, and otherwise to promote the cause of music education in the State of Louisiana.

Article III

Terms of Existence

The term for which this Corporation shall exist shall be perpetual.

Article IV

Address

The location and post office of its registered office shall be the LMEA Board of Directors, Office of the Executive Secretary.

Article V

Registered Agent

The full title of the Registered Agent is the LMEA Board of Directors

Article VI

Officers at the time of incorporation

John Davis, President
302 Hilton Street
Monroe, Louisiana

Richard McCluggage, 1st Vice Pres.
Box 745
Vivian, Louisiana

Harry Greig, 2nd Vice President
Lafayette High School
Lafayette, Louisiana

Robert Hughes, Secretary
Baton Rouge High School
Baton Rouge, Louisiana

James Simmons, Treasurer
625 Linden Street
Shreveport, Louisiana

Robert Grambling, District I Dir.
Minden, Louisiana

Kenneth Green, District II Director
Bossier High School
Bossier City, Louisiana

J.G. Bailey, District IV Director
Franklinton High School
Franklinton, Louisiana

Peter Dombourian, Band Div. Chair.
906 Dante
New Orleans, Louisiana

John Stewart, Orchestra Div. Chair.
Terrebone High School
Terrebone, Louisiana

Wanita Boudreaux, Vocal Div. Chair
New Iberia High School
New Iberia, Louisiana

Norman Smith, Theory Div. Chair
McNeese State College
Lake Charles, Louisiana

Nena Plant Wideman, Piano Div. Ch.
524 Gladstone Street
Shreveport, Louisiana

Ruby Thompson, Comm. Music Ch.
Amite, Louisiana

Frank Schneider, District III Dir.
DeRidder High School
DeRidder, Louisiana

Article VII

Basis

This Corporation is organized on a non-stock, non-profit basis. Membership in this Corporation shall be of the types described herein.

Section 1. Active membership in the Louisiana Music Educators Association, Inc. is open to all persons engaged in music teaching or other music educational work upon payment of the annual dues as stipulated in the By-Laws. An active membership entitles a member to one vote.

Section 1a. Active membership for retired members is provided for active members who under provisions of Louisiana law but desire to remain on active status. Dues are the same as Section 1.

Section 2. Retired membership is granted to any individual not actively engaged in the teaching of music, but who is interested in the advancement of music education in Louisiana. Such members do not have the right to vote, but have the privilege of attending all meetings and of participating in all discussions. The annual retired membership fee is as stipulated in the By-Laws.

Section 3. Student membership is available to any college level student. Membership becomes effective upon payment of annual dues as stipulated in the By-Laws. Such members do not have the right to vote nor to have students participate in corporation activities (such as festivals, etc.) Student members may enter students in festivals, etc., by paying the non-member festival fee prescribed in the LMEA Official Handbook. Such members have the privilege of attending all meetings and of participating in discussions.

Section 4. Sustaining membership (nonvoting) is conferred upon educational institutions, business firms, other organizations and individuals interested in assisting through their financial support in the aims and objectives of the corporation. The annual contribution shall be stipulated by the governing body of LMEA.

Section 5. Membership is on a 12-month continuing membership basis with annual dues providing membership from enrollment date one year to the same date one year later.

Section 6. The decision of the Board of Directors regarding eligibility of any candidate for membership shall be final.

Article VIII

Officers

Section 1. The officers shall be President; an Immediate Past President; a President-Elect; District Directors, Chairmen, and other specifically mentioned in Article VIII, Section 3.

Section 2. The retiring President shall automatically assume the office of Immediate Past President and the President-Elect shall fill the vacancy created by the retiring President.

Section 3. The Directors of the corporation shall be elected as follows: one Director shall be chosen from each of the districts in the State as defined by the By-Laws. One chairman shall be chosen from each of the Divisions, namely: Band, Orchestra, Jazz Band, Vocal, Elementary

Music, University Student Membership, and Public Relations.

Section 4. The editor of *The Louisiana Musician* and the appointed Executive Secretary shall be ex-officio members of the Board of Directors and all committees. Their term of office shall run in concurrence with the term of the President of the Board of Directors. They shall act in advisory capacity and may not vote in cases where their vote is necessary to constitute a quorum.

Section 5. The State Supervisor of Music, the President of the Louisiana Bandmasters Association, the Louisiana Chairman of the American Choral Directors Association, the President of the Louisiana Association for Jazz Education, the President of the Louisiana Association Kodaly Educators, the President of the American Orff-Schulwerk Association, and the Chairman of the LMEA Hall of Fame shall be ex-officio members of the Board of Directors and all committees. They shall act in an advisory capacity and may not vote in cases where their vote is necessary to constitute a quorum.

Section 6. All duly elected officers shall hold office for a period of two years, the term of office to begin on June 1, following election.

Section 7. The President shall have the authority to fill, by appointment with board approval, any vacancy on the board of directors.

Section 7. The President-Elect shall be elected by the general membership eligible to vote, and the District Directors shall be elected by their respective districts. Said elections are to be held within 90 days of the time the office becomes vacant and in accordance with the rules governing elections as stipulated in the By-Laws, and are to be called in the event one or more calendar years remain in the unexpired term.

Section 8. The order of presiding officers shall be President, Immediate Past President, and President Elect. In the absence of the President, Past President, and President Elect, and if the above officers while in charge have not named by appointment a presiding officer, the remaining board members shall be empowered to name the officer in charge from the remaining board for whatever period of time necessary --- the time necessary being determined by the said remaining board members.

Article IX

Board of Directors

Section 1. The Board of Directors shall be responsible for the conduct of the business of the Corporation.

Section 2. A quorum of ten shall be necessary to conduct business.

Section 3. It shall be the duty of the Board of Directors to administer the rules and regulations of the Corporation.

Section 4. It shall also be the duty of the Board of Directors to administer the rules and

regulations of the Official Handbook in the administration of the activities therein.

Section 5. Any officer or member of the Board of Directors may be removed from office for any proper cause by a two-thirds majority of the entire Board of Directors.

Article X

Meetings

Section 1. An annual meeting of the membership shall be held as set by the President and the Board of Directors. Official business at this annual meeting will be in the form of recommendations only to the governing board of directors for future action.

Section 1a. At the annual conference of the membership, division chairmen will chair division meetings which would also be empowered to make recommendations only to the governing board of directors for future action.

Section 2. The President may call a meeting of the Board of Directors or the membership any time the need arises.

Article XI

Funds

Section 1. All Funds due the corporation shall be turned over to the Executive Secretary and properly receipted.

Section 2. Funds of the Corporation shall be disbursed by the Executive Secretary in accordance with an annual budget adopted by the Board of Directors prior to October 1 of each year.

Section 3. Dues are to be paid to Music Educators National Conference, 1902 Association Drive, Reston, Virginia 22091. The Treasurer of MENC will in turn forward appropriate dues received by him to the Executive Secretary of the LMEA, Inc.

Section 4. In the event of dissolution, the assets will be distributed to an organization exempt from income tax under Section 501 (C) (3) of the Internal Revenue Code, or to the Federal or State Government. Adopted March 31, 1967.

Article XII

Parliamentary Authority

The rules contained with the current edition of the Robert's Rules of Order shall govern this Association in all cases to which they are applicable, and to which they are most consistent with the Constitution, these Bylaws or the special Rule of Order of this Association.

Article XIII

Amendments

Section 1. This Constitution may be amended by a two-thirds referendum vote of the entire ballots cast by mail. All members shall have been notified in writing of the amendment under consideration. Use of *The Louisiana Musician* shall be considered "in writing" notification. Prior to being submitted to the membership for final vote, any amendment shall have been approved in two successive open meetings by a two-thirds vote of the Board of Directors.

Section 2. The prescribed time allowed for a referendum vote shall not exceed fourteen days.

Section 3. Any omissions in these articles shall be supplied by the statutory law applicable to non-profit corporations in accordance with the provisions of Louisiana Revised Statutes, Annotated, of 1950, Section 12:101 and subsequent portions thereof.

By-Laws

Article I

Duties of Officers

Section 1. It shall be the duty of the President at all meetings of the Corporation and of the Board of Directors to enforce due observance of the Constitution, By-Laws, and Standing Resolutions: to exercise a general supervision over the affairs of the Corporation; with the concurrence of the Executive Secretary, to have the power to make emergency decision; to appoint all committees not otherwise provided for. The President shall represent this Corporation in all matters pertaining to its relationship with the Music Educators National Conference and the Southern Division of MENC.

Section 2. It shall be the duty of the Immediate Past President to perform all the duties of the President in the event of his absence. He shall also prepare ballots for regular and special elections, and serve as chairman of the Election Committee.

Section 3. In the absence of both the President and the Immediate Past President, the President-Elect shall perform the duties of the President. It shall be the duty of the President-Elect to assume the office of President in the event of the resignation of the President. He shall also serve as chairman of the Membership Committee.

Section 4. It shall be the duty of the Executive Secretary to keep a record of all meetings of the Corporation and of the Board of Directors, to maintain a list of the names and addresses of all the members; and to confer with the President in the making of emergency decisions.

Section 5. It shall be the duty of the Executive Secretary to collect all monies due the Corporation (LMEA), to pay bills incurred by the Corporation (LMEA). He should also present a written report of transactions (list of checks paid out) and a balance in the treasury at each meeting of the Board of Directors plus a final end of the fiscal year report as of July 1st.

Section 6. The Executive Secretary shall be bonded in the amount of \$10,000. His records shall be open to inspection by the membership at all times.

Section 7. Division Chairmen shall serve as members of the Board of Directors and shall promote the interests of their respective divisions and make recommendations to the Board of Directors regarding the organization and administration of those events which are the concern of their divisions. In cooperation with the President, the Division Chairmen shall plan and be responsible for the presentation of the program at the annual meeting of the Corporation and serve as overall board members for the good of the entire membership. Division Chairmen will also be responsible for conference activities of their respective divisions, will be responsible for administration of All-State functions and all associated activities (audition materials, auditions, rehearsals, selection of guest conductors, etc.)

Section 8. District Directors shall serve as members of the Board of Directors and shall promote the interests of the membership in their respective districts. They shall make recommendations to the Board of Directors regarding the organization and administration of District Festivals; shall be responsible for all LMEA activities in the district; shall be or appoint the festival chairman and be responsible to the Board of Directors for the details, administration, and reporting of the district festival. It is expected that the District Directors shall promote membership campaigns in their respective districts.

Section 9. District Directors are encouraged to promote professional activities within their districts in addition to the activities listed in the handbook. LMEA, Inc. does not assume any legal or financial responsibility for these independent district professional activities.

Article II

Districts

Section 1. The state shall be divided into districts with a Director elected from each to serve on the Board of Directors. The Districts will be composed of parishes designated by the Board of Directors.

District I: Caldwell, Catahoula, Claiborne, Concordia, East Carroll, Franklin, Jackson, LaSalle, Lincoln, Madison, Morehouse, Ouachita, Richland, Tensas, Union and West Carroll Parishes.

District II: Avoyelles, Grant, Natchitoches, Rapides, Red River, Sabine and Winn Parishes.

District III: Acadia, Evangeline, Iberia, Lafayette, St. Landry, St. Martin and Vermilion Parishes.

District IV: East Baton Rouge, East Feliciana, Iberville, Livingston, Point Coupee, West Baton Rouge, West Feliciana Parishes and the area east of the Mississippi River in Ascension and St. James Parishes.

District V: Allen, Beauregard, Calcasieu, Cameron, Jefferson Davis and Vernon Parishes.

District VI: Jefferson, Orleans, Plaquemines and St. Bernard Parishes.

District VII: Assumption, Lafourche, St. Charles, St. John, St. Mary and Terrebonne Parishes and the area west of the Mississippi River in Ascension and St. James Parishes.

District VIII: Bienville, Bossier, Caddo, DeSoto and Webster Parishes.

District IX: St. Helena, St. Tammany, Tangipahoa and Washington Parishes.

Article III

Rules Governing Elections

Section 1. All officers shall be elected biennially; President-Elect and Division Chairmen shall be elected in alternate years with District Directors. President-Elect and Division Chairmen are elected in even numbered years. District Directors and Public Relations Chairman are elected in odd numbered years. This plan affords an election each year.

Section 2. One month prior to the annual general membership meeting, the President will appoint the Election Committee consisting of three members with the Immediate Past President as a member and chairman, which will accept all letters of intent to run for office until December 31.

Section 3. Candidates for President-Elect must have been a member of the Board of Directors for at least one term (two years) at any time prior to nomination.

Section 4. In the event the chairman or any other member of the committee is not able to serve, the chairman or the President shall name a substitute.

Section 5. The election will be conducted by the Election Committee on or about February 15.

Section 6. The election committee shall meet and canvas the election returns prior to March 20. The results shall be given public notice immediately and the new officers shall take office beginning June 1.

Section 7. The election ballots shall be filed in the office of the Executive Secretary for a period of at least one year.

Section 8. District Directors shall be elected by the membership of their respective districts only, in the year following election of the President-Elect, Division Chairmen, and all other elected officials constituting the Board of Directors of the LMEA. The election shall be conducted by the Election Committee Chairman (Immediate Past President). Election procedure as defined in Article III sections 1, 2, 3, 4, 5, 6, 7, shall be followed.

Article IV

Dues

Section 1. Active membership dues will be set by Music Educators National Conference annually. Of this amount, (\$17.00) seventeen dollars shall be allocated to the treasury of the LMEA, Inc.

Section 2. The annual fee for Retired Membership shall be set by Music Educators National Conference annually.

Section 3. The annual dues for Collegiate Membership shall be sent to the Music Educators National Conference office and by the local chapter advisor. The national office will reimburse LMEA a designated amount per student member.

Section 4. All other duties, donations, and fees shall be set by the Board of Directors.

Article V

Affiliation

Section 1. This corporation shall function as a state unit of the Music Educators National Conference in accordance with the Constitution and By-Laws of that organization. Furthermore, each member of the Louisiana Music Educators Association, Inc., shall be, by virtue of this membership, a member of the Music Educators National Conference.

Section 2. LMEA shall maintain a close relationship with Louisiana Association of Educators.

Section 3. LMEA shall maintain a close relationship with the Louisiana State Department of Education.

Article VI

Parliamentary Authority

The rules contained with the current edition of the Robert's Rules of Order shall govern this Association in all cases to which they are applicable, and to which they are most consistent with the Constitution, these Bylaws or the special Rule of Order of this Association.

Article VII

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Section 1. These By-Laws may be amended by a two-thirds referendum vote of the ballots cast by mail. All members shall have been notified in writing of the amendment under consideration. Notice in *The Louisiana Musician* is deemed notification "in writing". Prior to being submitted to the membership, the amendment must be approved in two successive open meetings by a two-thirds vote of the Board of Directors.

Section 2. The prescribed time allowed for a referendum vote shall not exceed fourteen days.