

Louisiana Music Educators Association

**Articles of Incorporation
and
Bylaws**

**Amended and approved by the LMEA Board of Directors
April 18, 2016**

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 April 18, 2016.

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 Director.

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

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

James Simmons, Treasurer
625 Linden Street
Shreveport, Louisiana

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

Peter Dombourian, Band Division Chair
906 Dante
New Orleans, Louisiana

Wanita Boudreaux, Vocal Division Chair
New Iberia High School
New Iberia, Louisiana

Nena Plant Wideman, Piano Division Chair
524 Gladstone Street
Shreveport, Louisiana

Frank Schneider, District III Director
DeRidder High School
DeRidder, Louisiana

Richard McCluggage, 1st Vice President
Box 745
Vivian, Louisiana

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

Robert Grambling, District I Director
Minden, Louisiana

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

John Stewart, Orchestra Division Chair
Terrebonne High School
Houma, Louisiana

Norman Smith, Theory Division Chair
McNeese State College
Lake Charles, Louisiana

Ruby Thompson, Comm. Music Chair
Amite, 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 Bylaws. An active membership entitles a member to one vote.

Section 1a. Active membership for retired members is provided for those who retire 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 Bylaws.

Section 3. Collegiate membership is available to any college level student. Membership becomes effective upon payment of annual dues as stipulated in the Bylaws. Such members do not have the right to vote nor to have students participate in corporation activities (such as performance assessments, etc.). Collegiate members may enter students in performance assessments, etc., by paying the non-member assessment 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 a President, an Immediate Past President, a President-Elect, District Directors, Division Chairs, and others 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 Bylaws. One chair shall be chosen from each of the Divisions, namely: Band, Orchestra, Jazz Band, Vocal, Elementary Music, University/Research, Collegiate Membership, and Public Relations.

Section 4. All persons serving in compensated positions will serve as ex-officio members of the Board of Directors. They shall act in an advisory capacity and may not vote in cases where their vote is necessary to constitute a quorum. The Executive Director and Editor serve as ex-officio members of committees as needed.

Section 5. The terms of office of the Executive Director and the Editor of The Louisiana Musician shall run in concurrence with the term of the President of the Board of Directors. The terms of office for all other compensated positions shall be year to year with re-appointments made by the Executive Officers at the completion of the academic year.

Section 6. The State Supervisor of Music, the President of the Louisiana Bandmasters Association, the Louisiana President of the American Choral Directors Association, the President of the Louisiana Association for Jazz Education, the President of the Louisiana Association of

Kodaly Educators, the President of the Louisiana American Orff-Schulwerk Association, the President of the Louisiana American String Teachers Association, and the Chair 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 7. 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 8. The President shall have the authority to fill, by appointment with Board approval, any vacancy on the Board of Directors.

Section 9. 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 Bylaws, and are to be called in the event one or more calendar years remain in the unexpired term.

Section 10. The order of presiding officers shall be President, Immediate Past President, 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 chairs will conduct meetings of their respective divisions. The division chairs will take any recommendations from the meetings 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 Director and properly receipted.

Section 2. Funds of the Corporation shall be disbursed by the Executive Director 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 National Association for Music Education, 1806 Robert Fulton Drive, Reston, Virginia 20191-4348. The Treasurer of NAFME will in turn forward appropriate dues received to the Executive Director 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. All members shall have been notified in writing of the amendment under consideration. Use of the *Louisiana Musician* and/or the LMEA website 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.

Bylaws

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, Bylaws, and Standing Resolution: to exercise a general supervision over the affairs of the Corporation; with the concurrence of the Executive Director, to have the power to make emergency decisions; and to appoint all committees not otherwise provided for. The President shall represent this Corporation in all matters pertaining to its relationship with the National Association for Music Education and the Southern Division of NAFME.

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. The Past President shall also prepare ballots for regular and special elections, and serve as chair 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. The President-Elect shall also serve as chair of the Membership Committee.

Section 4. It shall be the duty of the Executive Director 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 Director to collect all monies due the Corporation (LMEA), and to pay bills incurred by the Corporation (LMEA). The Executive Director should also present a written report of transactions 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 Director shall be bonded in the amount of \$10,000. All financial records shall be open to inspection by the membership at all times.

Section 7. The duties of all other compensated positions shall be outlined in the LMEA Board of Directors' Job Description Manual, to be updated as needed by the Executive Officers with the assistance of the Executive Director.

Section 8. Division Chairs 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 Chairs 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 Chairs will also be responsible for conference activities of their respective divisions, and will be responsible for administration of All-State functions and all associated activities (audition materials, audition, rehearsals, selection of guest conductors, etc.).

Section 9. 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 Performance Assessments, shall be responsible for all LMEA activities in the district, shall be or appoint the performance assessment chair, and be responsible to the Board of Directors for the details, administration, and reporting of the district assessment. It is expected that the District Directors shall promote membership campaigns in their respective districts.

Section 10. 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, and 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 Chairs shall be elected in alternate years with District Directors. President-Elect and Division Chairs are elected

in even numbered years. District Directors 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 chair. This committee 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 chair or any other member of the committee is not able to serve, the chair 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 Director 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 Chairs, and all other elected officials constituting the Board of Directors of the LMEA. The election shall be conducted by the Election Committee Chair (Immediate Past President). Election procedure as defined in Article III, Sections 1, 2, 3, 4, 5, 6, and 7, shall be followed.

Section 9. The positions of Executive Director and Editor of *The Louisiana Musician* will be evaluated by members of the Board of Directors during the final semester of the President's term of office, and a recommendation for re-appointment will be made by the Executive Officers at the completion of the President's term.

Section 10. Persons serving in other compensated positions shall be evaluated yearly by members of the Board of Directors. Recommendation for re-appointment to these positions will be made by the Executive Officers at the completion of the academic year.

Article IV

Dues

Section 1. Active Membership dues will be set by the National Association for Music Education annually. Of this amount, a portion designated by the LMEA Board of Directors shall be allocated to the treasury of the LMEA, Inc.

Section 2. The annual fee for Retired Membership shall be set by the National Association for Music Education annually.

Section 3. The annual dues for Collegiate Membership shall be set by the National Association for Music Education annually. NAFME will reimburse LMEA a designated amount per collegiate 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 National Association for Music Education in accordance with the Constitution and Bylaws of that organization. Furthermore, each member of the Louisiana Music Educators Association, Inc., shall be, by virtue of this membership, a member of the National Association for Music Education.

Section 2. 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

Amendments

Section 1. These Bylaws may be amended by a two-thirds referendum vote of all ballots cast by the membership. All members shall have been notified in writing of the amendment under consideration. Notice in the *Louisiana Musician* and/or on the LMEA website 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-third vote of the Board of Directors.

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