

## **ARTICLE I -MEMBERS**

1. The corporation shall have no members.

## **ARTICLE IV -DIRECTORS**

1. The Directors shall be led by an Executive Committee which consists of three elected members: President, President-Elect, and Past President. A treasurer and a secretary will be appointed by the Executive Committee for a three-year term. Executive Committee members shall hold office for a two-year term.
2. **Number and general rules.** The business and affairs of this corporation shall be managed by its Board of Directors, at least seven (7) but no more than fifteen (15) in number, who shall be natural persons of full age and who need not be residents of Tennessee but who shall be Directors of this corporation. The president, President-Elect and the Past President shall be appointed for a three-year term and shall serve for the term for which he or she shall have been appointed and until his or her successor shall be appointed and shall qualify, or until his earlier death, resignation or removal. Directors are limited to two (2) consecutive terms in the appointed office.
3. In addition to the powers and authorities by these By-laws expressly conferred upon them, the Board of Directors may exercise all powers of the corporation and do such lawful acts and things as are permitted by statute or by the Articles.
4. The meetings of the Board of Directors may be held at such times and at such place or places within Tennessee or elsewhere, as the Chair may from time to time appoint, or as may be designated in the notice calling the meeting. Provided however, the Board shall have a minimum of three meetings each year which shall include the annual meeting.
  - a) **REGULAR MEETINGS.** Regular meetings of the Board shall be held regularly, at such time and place as shall be designated from time to time by the Chair of the Board. If the date fixed for any such regular meeting be a legal holiday under the laws of the State where such meeting is to be held, then the same shall be held on the next succeeding business day, or at such other time as may be determined by resolution of the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these by-laws.

Other than the annual board meeting at the Tennessee Music Educators' Association Conference, board meetings may be held online through video conferencing and/or conference calling.

- a) **ANNUAL MEETINGS.** The Chair of the Board of Directors may fix the date

and time of the annual meeting of the Directors, but if no such date and time is fixed by the board, the meeting for any calendar year shall be held during the annual Tennessee Music Educators Association Convention. At said meeting the Directors then entitled to vote shall elect Directors and shall transact such other business as may properly be brought before the meeting. If the annual meeting shall not have been called and held within six months after the designated time, any Director may call the meeting at any time thereafter.

b) **SPECIAL MEETINGS.** Special Meetings of the Board shall be held whenever called by the Chair or by three or more of the Directors. Notice of each such meeting shall be given to each Director by telephone or in writing at least twenty-four hours (in the case of notice by telephone) or forty-eight hours (in the case of notice by email) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

5. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Every Director shall be entitled to one vote. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the corporation.
6. The elected President of the organization shall serve as the Chair of the Board of Directors.
7. At every meeting of the Board, the Chair of the board, if there be one, or, in the case of a vacancy in the office or absence of the Chair of the board, one of the following officers present in the order stated: the Vice Chair of the Board, if there be one, the Vice Presidents in their order of rank and seniority, or a Chair chosen by a majority of the Directors present, shall preside, and the Secretary, or, in the Secretary's absence, an assistant Secretary, or in the absence of the Secretary and the assistant Secretaries, any person appointed by the Chair of the meeting, shall act as Secretary.
8. The Chair of the Board of Directors may establish an Executive Committee and one or more other committees to consist of two or more Directors of the corporation. The Executive Committee shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, except that no such committee shall have any power or authority as to the following:
  - a) The amendment or repeal of any resolution of the Board.
  - b) Action on matters committed by the By-laws or resolution of the Board of Directors to another committee of the Board.
9. No committee of the Board other than the Executive Committee, shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested by these By-laws or statute in the Board of Directors as such.

10. The Board may designate one or more members as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Chair.
11. Any Director of the corporation may resign at any time by giving written notice to the Chair or the Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
12. No contract or transaction between the corporation and one or more of its Directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:
  - a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or
  - b) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board.
  - c) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board, which authorizes a contract or transaction specified in this section.
13. The entire Board of Directors, or a class of the Board, where the Board is classified with respect to the power to select Directors, or any individual Director, may be removed from office without assigning any cause by Chair of the Board of Directors. In case the Board or such classes of the Board or any one or more Directors are so removed, new Directors may be appointed by the Chair.
14. The Chair of the Board of Directors may declare vacant the office of a Director if the Director is declared of unsound mind by an order of court or is convicted of a felony, or if within sixty days after notice of selection, that Director does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the By-laws may specify.

15. Director of the corporation shall stand in a fiduciary relation to the corporation and shall perform his or her duties as Director, including duties as a member of any committee of the board upon which that Director may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing such duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

a) One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.

c) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the Director reasonably believes to merit confidence.

16. Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

17. In discharging the duties of their respective positions, the board of Directors, committees of the board and individual Directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon suppliers and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

18. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the corporation.

19. Director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

a) The Director has breached or failed to perform the duties of his office under this section; and

b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

20. The provisions of this section shall not apply to:

- a) The responsibility or liability of a Director pursuant to any criminal statute; or
- b) The liability of a Director for the payment of taxes pursuant to local, State or Federal law.

21. Directors as such, shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board PROVIDED, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

## **ARTICLE V – OFFICERS**

1. The executive officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as the needs of the corporation may require. The President and Secretary shall be selected as set forth in Section 3 below. All other executive officers of the corporation shall be chosen by the Board of Directors. The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. The President and the President-Elect shall hold their offices for a term of two years each and shall have such authority and shall perform such duties as are provided by the By-laws and as shall from time to time be prescribed by the Directors. It shall not be necessary for the officers to be Directors and any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

2. The Past-President shall be the first Vice-President; the President-Elect shall be the second Vice-President.

3. The Chair of the Board or in his or her absence, the Vice-Chair of the Board, shall preside at all meetings of the members of the Board.

4. **Terms of Office:** Each elected officer's term of office shall be for two (2) years, which shall begin May 15. The term for any appointed officer shall begin at the same date as for elected officers in that rotation even if the appointment is not made or effective until after such date. Each officer shall hold office until his successor has been elected or appointed, as the case may be, and qualified to serve. The Secretary position shall be elected by the membership every three years, beginning in 2014. The President-Elect/Second Vice President position shall be elected by the membership every two years, beginning in 2019. The President-Elect/Second Vice President automatically becomes President at the end of the prior President's term of office. Notwithstanding anything in these Bylaws to the contrary, in no event shall any person serve more than one (1) consecutive full two-year term as President with the exception of a President-Elect/Vice President who becomes President prior to the end of his term in which event such President-Elect/Vice President shall complete the term of his predecessor and further complete his full succeeding term. After completing his or her term as past-president, a person may not run again for office of president until a two-year period has elapsed.

The Western Tennessee Representative, and the Industry Representative will be

appointed by the Board every three years, beginning in April of 2014, for three-year terms. The Middle Tennessee Representative and the Newsletter/Historian positions shall be appointed by the Board every three years, beginning in April of 2015, each for a three-year term. The Treasurer, College Representative/Social Media, and Eastern Tennessee Representative positions will be appointed by the Board every three years, beginning in April of 2016, for three-year terms. This cycle will repeat every three years, starting again in 2017.

The Board shall send out a call to the TSTA membership for nominations for all open positions, both appointed and elected. Self-nominations are welcome.

**5. Appointed Officer/Director Positions.** All such appointed officer/Director positions shall be duly appointed with the approval of the majority of the voting members of the Executive Committee. All appointed officers shall begin their terms upon confirmation by the Executive Committee provided that a delay in appointment or confirmation shall not extend the terms of any appointed officer. The Directors constituting the first Board of Directors shall hold office for a three-year term. Thereafter, each Director shall be appointed for a three-year term and shall serve for the term for which he or she shall have been appointed and until his or her successor shall be appointed and shall qualify, or until his earlier death, resignation or removal. After the completion of each three (3) year term, each Director may be reappointed for one additional three (3) year term. Except for the office of treasurer, no person shall serve more than two (2) consecutive terms in the same appointed position. A person may be appointed to a different board position by the president at the completion of consecutive terms.

**6. Sequence of Presidential Offices.** The President-Elect rotates to the position of President after a two-year term without further action. The President rotates to the position of Past-President without further action. The candidate receiving the greatest number of votes for each office shall be declared elected. In the event of a tie, each candidate shall be notified and a run-off election will be announced to the membership via email and posted on the website. The run-off election will be concluded within 30 days of the first election. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. The terms of office of each are specified in Article V above.

7. The President shall be the chief executive officer of the Corporation. The President shall have general supervision over the activities and operations of the corporation, subject, however; to the control of the Board and the Chair; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. The President shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. The President shall be EX- OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

8. The Past-President/First Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as may be required from time to time.

9. The Secretary shall attend all sessions of the Board of Directors and act as clerk thereof and record all votes of the corporation and minutes of all its transactions to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.

10. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the corporation.

#### **ARTICLE VI -VACANCIES**

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by appointment of the Chair of the Board.

#### **ARTICLE VII -BOOKS AND RECORDS**

1. The Corporation shall keep an original or duplicate record of the proceedings of the Directors, the original copy of its By-laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in Tennessee, or at its principal place of business wherever situated.

2. Every Director shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person by agent or attorney, during the usual

hours for business for any proper purpose, the books and records of account, and records of the proceedings of the Directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Director. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing, which authorizes the attorney or other agent to act so on behalf of the Director. The demand under oath shall be directed to the corporation at its registered office in Tennessee or at its principal place of business wherever situated.

## **ARTICLE VIII -MEMBERSHIP CERTIFICATES**

1. The Corporation shall have no members.

## **ARTICLE IX -TRANSACTION OF BUSINESS**

1. Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the Directors or officers of the corporation.

2. The Treasurer shall present at the annual meeting, a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:

a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.

b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

c) The revenue receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

## **ARTICLE X -NOTICES**

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by electronic communication, to his or her address appearing on the books of the corporation or, in the case of Directors, supplied by him or her

to the corporation for the purpose of notice or by email. If the notice is sent by mail it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or for transmission to such person. If a notice is sent by email or other electronic communication, it shall be deemed to have been given to the person entitled thereto when the sender receives some form of verification that the email or other electronic communication has been received by the person entitled to receive it. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or by these By-laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

2. Whenever any written notice is required to be given under the provisions of the statute or the Articles or the By-laws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

3. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

4. One or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

5. Meetings of the Board or a committee of the Board may also be conducted via the internet, conference telephone or similar communications vehicles provided that all persons participating in the meeting can hear each other.

## **ARTICLE XI -MISCELLANEOUS PROVISIONS**

1. The fiscal year of the corporation shall be fixed by the resolution of the Board of Directors.

## **ARTICLE XII -INDEMNIFICATION**

1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the

request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall be adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Dauphin County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

3. Notwithstanding any contrary provision of the articles or these by-laws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either 1 or 2 above, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

4. Unless ordered by a court, any indemnification under 1 or 2 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or

b) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum or disinterested Directors so directs, by independent legal counsel in a written opinion.

5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in the paragraphs above.

6. Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

7. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

8. Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

### **ARTICLE XIII -AMENDMENTS**

1. By-laws may be adopted, amended or repealed by the vote of Directors entitled to cast at least a majority of the votes which all Directors present are entitled to cast thereon at any regular or special meeting duly convened after notice to the Directors of that purpose.

### **ARTICLE XIV -DISSOLUTION**

1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, (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 shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are

organized and operated exclusively for such purposes.