

Constitution of the Texas Private School Music Educators Association

Article I Name

This association will be known as the TEXAS PRIVATE SCHOOL MUSIC EDUCATORS ASSOCIATION and abbreviated as "TPSMEA."

Article II Purpose

The purpose of the Texas Private School Music Educators Association (TPSMEA) is to provide a statewide organization specifically focused on the needs of private school music educators and students. The activities and organizations of the TPSMEA are designed to enhance and promote the teaching of music by providing appropriate opportunities for enrichment and achievement.

This Association is organized exclusively for educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or any future federal tax code.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or any other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article above. Notwithstanding any other provisions of these Articles, the Association shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code.

Upon dissolution of the Association assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or any corresponding sections of any future federal tax code.

Article III Membership

TPSMEA membership shall be defined according to the following categories and sub-categories: voting, non-voting membership, active, associate, corporate, professional/institutional, retired and honorary.

The membership year for each category shall be July 1 through June 30.

Dues for all categories of membership shall be determined by the State Board of Directors.

a) Voting Membership

1. **ACTIVE MEMBERSHIP**– Active Membership is open to any individual who is actively engaged in teaching music in a private, parochial or home school music program and wishes to support private school music education and the purposes of the Texas Private School Music Educators Association. Payment of the prescribed dues entitles the individual to the rights, privileges, and restrictions of active membership as described in the By-Laws.

b) Non-Voting Membership

1. **ASSOCIATE MEMBERSHIP** – Associate Membership is open to all applicants that are professionally engaged in one or more of the following activities: Headmaster, Assistant Headmaster, Heads of Schools or grade divisions, administrators of private schools as defined by the State of Texas, members of the music profession not in the employ of private schools in the State of Texas or other person interested in the teaching of music in Texas private schools. Payment of the prescribed dues entitles the individual to the rights, privileges, and restrictions as described in the By-Laws.

2. **CORPORATE MEMBERSHIP**– Corporate Membership is open to organizations, businesses and other entities that support private school music in Texas. Payment of the prescribed dues entitles the business to the rights, privileges, and restrictions as described in the By-Laws.

3. **PROFESSIONAL ASSOCIATION AND INSTITUTIONAL MEMBERSHIP** – Professional Association and Institutional Membership is open to associations, schools, colleges and universities which support music in private schools in Texas. Payment of the prescribed dues entitles the association or institution to the rights, privileges, and restrictions as described in the By-Laws.

4. **RETIRED MEMBERSHIP** – Retired Membership is open to any active member who, at the time of his/her retirement from active teaching, is in good standing for the prior three years. Payment of the prescribed dues entitles the individual to the rights, privileges, and restrictions as described in the By-Laws.

5. **HONORARY LIFE MEMBERSHIP** – Honorary Life Membership is bestowed to those persons who, in the opinion of the State Board of

Directors, have rendered outstanding service to a music program or programs in private schools in the State of Texas or to the TPSMEA, shall be eligible for an HONORARY LIFE MEMBERSHIP upon invitation of the State Board of Directors. Nominations for membership must be presented to the State Board of Directors and include a simple statement of services rendered and a short biography of the nominee. Upon approval of the State Board, appointments may be made by the President of TPSMEA. Rights, privileges, and restrictions as described in the By-Laws are conveyed without payment of any further dues or fees.

Article IV

Annual Meeting of the Membership

A General Business Meeting of the TPSMEA membership occurs during the annual All-State Clinic/Concert.

All voting members in good standing have the right and privilege to attend all meetings, enter into discussion on the floor, and appeal rulings of the State Board of Directors.

All members are subject to review by the State Board at any time.

Membership may be forfeited for any of the following reasons: suspension pending investigation (except for Retiring Life and Honorary), adjudged consistent failure in performance of assigned duties, or grossly immoral conduct.

A member whose membership is suspended or forfeited by the State Board of Directors may submit written appeal to the Executive Board. The Executive Board is empowered to investigate, hold hearing/s, review written evidence and take testimony as to why the suspension should be upheld or set aside.

Article V

Parliamentary Authority

The activities of TPSMEA are to be conducted in accordance with its Articles of Incorporation, Constitution, By-Laws and other policies and procedures as approved by the membership.

Roberts Rules of Order, Newly Revised, shall be the authority whenever correct parliamentary procedures are required.

Article VI

Officers

All active members of TPSMEA are eligible to hold elected office providing the member has been an active member of TPSMEA for a period of two years prior

to their nomination. In addition, the President of TPSMEA must have served at least two years on the Executive or State Board prior to their election as President.

TPSMEA officers may only serve two consecutive terms (4 years maximum) in the same office without a break in service.

An elected officer must resign their position if, during their term of office, they are unable to meet the qualifications of active membership.

In the event of a vacancy in any office except President or President-Elect, the President shall appoint a member to fill the position until an election can be held at the next annual divisional or general membership meeting.

In the event of a vacancy in the office of President, the President-Elect will immediately advance to the office of President. If the President-Elect office is vacant, the State Board of Directors, from its membership, will elect a President Pro Tem to serve until the next annual meeting of the General Membership where a President will be elected.

At the pleasure of the presiding officer, and except for the election of the Elementary Vice President, the election of officer may be held by secret ballot or by public display. The Elementary Vice President election may be held using electronic means.

All officer positions will be elected by majority vote. If on the first ballot there is no clear majority winner a second ballot will be taken between the top two leading candidates.

TPSMEA officers shall be defined according to the following categories:

PRESIDENT - The President shall be the presiding officer at all official meetings of TPSMEA. Each even numbered year, at the annual All-State General Business meeting, the membership of the TPSMEA will nominate and elect by majority vote of the attending membership, a President to a two (2) year term beginning at the meeting held in the next (odd numbered) year. If not the incumbent, the newly elected president will serve one year as President Elect, followed by a two-year term as President. If the President has been re-elected, the office of President Elect will remain vacant.

PRESIDENT-ELECT - The President-Elect will assume the position of President once the Incumbent President has completed his/her term or is unable to complete their term of office.

EXECUTIVE SECRETARY - The Executive Secretary shall be the official record keeper of TPSMEA. Each odd numbered year, at the All-State weekend general meeting, the membership of TPSMEA will nominate and elect by majority vote of the attending membership, an Executive Secretary to a two (2) year term beginning July 1 of the year elected.

EXECUTIVE VICE PRESIDENT MEMBERSHIP AND PROFESSIONAL DEVELOPMENT – The Vice President Membership and Professional Development recruits and retains new members for the association and schedules professional development opportunities for its members.

EXECUTIVE DIRECTOR - The Executive Director of TPSMEA is hired on a one year contractual agreement, reviewed and renewed at the summer State Board meeting.

DIVISION VICE-PRESIDENTS - Each of the divisions of TPSMEA will elect a Division Vice President who shall serve as the presiding officer of that division. Every two years at the annual divisional meeting, each division (Band, Orchestra, Choral and Elementary) will nominate and elect by majority vote of the attending division membership, a Vice President for that division. The Elementary Division may nominate and vote using electronic means. Each Vice President will present all matters discussed and passed at the Division Meetings to the State Board for final approval.

Article VII Executive Board

The Executive Board shall be comprised of the President, President-Elect, Secretary, Vice President Membership and Professional Development, and Executive Director the latter voting only in the case of a tie.

The Executive Board is responsible for the overall business management and operation of TPSMEA and will meet as necessary to carry out the directions, business management and operations of TPSMEA.

The Executive Board shall be empowered to act in the name of the association only in matters of routine business.

The Executive Board will approve (1) all appointments to fill vacancies in State offices, (2) regional boundaries, (3) and review annual business expenditures, (4) extraordinary business expenditures (5) and have authority to pass upon all matters referred to it by the general membership of TPSMEA at the annual General Business Meeting during the annual All State Clinic/Concert, the State Board of Directors and the President of TPSMEA.

The Executive Board shall authorize expenditures of money as needed to carry out the business management and operations of TPSMEA.

The Executive Board is empowered to review and modify dues, fees and penalty amounts for TPSMEA-sponsored activities and for membership.

In no way shall the Executive Board construe its powers to be such as to enable it to legislate for the members or to involve them in any activity without their mandate.

A quorum of the Executive Board consists of all members.

The Executive Board is empowered to approve or reject dates for all TPSMEA-sponsored activities.

Reports of the minutes will be made available to the membership.

Unless granted an appeal by the Executive Board to the General Membership at their meeting during the annual All State Clinic/Concert, decisions rendered by the Executive Board are final.

Executive authority not defined, delegated or prohibited herein is reserved to the Executive Board.

Article VIII

State Board of Directors

The State Board of Directors shall be comprised of the Executive Board, the Divisional Vice-Presidents and the two immediate Past Presidents.

The State Board of Directors shall have the responsibility for carrying out TPSMEA's general policies, business management, operations and programs of activities.

Semi-Annual Meetings of the State Board of Directors shall be held in conjunction with the annual All State Clinic/Concert and during the summer months. Special meetings of the State Board of Directors may be held at such time and place as the Board may prescribe. Special meetings of the Board may be called by the President or at the request of any three (3) members of the Board. In either event, proper notice shall be given to all Board members at least five (5) days prior to the date on which the meeting is to be held. However, proper notice shall be deemed to have been waived at any time that all members

of the Board of Directors agree that a meeting shall be held without notice and all members of the Board are gathered together, in person or by electronic means which allows all persons participating in the meeting to hear one another. In all instances when a Board meeting is held, minutes shall be kept of the proceedings and shall be placed in the official minutes of TPSMEA.

The State Board of Directors shall (1) set the amount of dues for membership and entry fees for various contests, (2) interpret the Constitution, By-Laws and other policies and procedures of TPSMEA, (3) review the annual expenditures of TPSMEA as approved by the Executive Board, (4) approve and install officers as needed and (5) carry out mandates and commissions of the general membership of TPSMEA.

The State Board of Directors shall have the authority to deny membership to any applicant and suspend any member or officer who violates a part of the Constitution or rules and regulations of TPSMEA.

A decision of the State Board of Directors may be appealed to the TPSMEA Executive Board.

At least two thirds of the members must be present to hold a meeting of the State Board.

The Executive Secretary shall serve as recording secretary at meetings of the State Board.

A written report of the proceedings will be posted no later than one month from the date of the meeting.

The State Board of Directors shall be empowered to act in the name of the association only in matters of routine business.

The State Board of Directors may authorize expenditures of money as reported by the Executive Director.

It shall in no way construe its powers to be such as to enable it to legislate for the members or to involve them in any activity without their mandate.

Members of the State Board of Directors shall have the authority to plan and execute activities of TPSMEA within their respective divisions and as set forth by their respective membership.

Article XI

Committees

Upon direction from the State Board of Directors, the Executive Board or the General Membership, the President shall form committees by appointing committee members and a chairperson.

These committees shall function for a period not to exceed two years unless renewed by the president prior to, at, or soon after the annual meeting as possible.

Each committee shall consist of at least three members who serve for a period of one year and can be re-appointed for one additional year.

The President and the Executive Director shall be ex-officio, non-voting members of each committee.

The committees shall carry out their appointed duties in the manner described in the By-Laws.

The only standing committee of TPSMEA is the Counsel of Past Presidents which is perpetual and exempt from the timeframes and appointment limitations stated above.

Article X Finance and Assets

Except as provided elsewhere in this document, fiscal responsibility for the operation of TPSMEA shall rest in the Executive Board with yearly review by the State Board of Directors.

The fiscal year shall be from July 1 through June 30.

Article XI Publication

The Executive Board shall have full supervision and control of all TPSMEA written and published media including all information placed on the TPSMEA Official Website.

The TPSMEA Website shall serve as the official publication of TPSMEA and notices, rules, regulations and policies appearing on the TPSMEA Website thereby become official.

Books, brochures, pamphlets and other publications pertaining to TPSMEA shall be approved by the State Board of Directors or the Executive Board prior to distribution.

Article XII Quorum

A quorum of the General Membership at the annual General Business Meeting during the annual Clinic/Concert shall consist of one-half the registered attendees who are active members.

Voting members who are unable to attend the annual General Business Meeting during the annual Clinic/Concert may give another active member their written proxy to vote on issues at the annual meeting.

Article XIII Amendments

This constitution may be amended by a vote of three-fourths of the voting members present during the General Business Meeting at the annual Clinic/Concert.

Written notice of proposed amendments to the constitution shall be posted to the TPSMEA Website at least 30 days prior to the opening day of the annual Clinic/Concert.

Amendments to the constitution that are passed at the annual meeting shall become effective within 30 days of their adoption unless a written appeal is made to the State Board of Directors by two-thirds of the members of TPSMEA.