

NEBRASKA MUSIC EDUCATION ASSOCIATION

BYLAWS

Adopted 11/17/2021

Pursuant to the Nebraska Non-Profit Corporation Act and the Articles of Incorporation these bylaws of Nebraska Music Education Association are adopted to provide as follows:

ARTICLE 1. Name and Offices

Section 1.01. The name of the Corporation is Nebraska Music Education Association. The “Corporation” shall mean: Nebraska Music Education Association, its successors and assigns.

Section 1.02. The principal office of the Corporation in the State of Nebraska shall be located in the City of Lincoln, County of Lancaster. The Corporation may have such other offices, as the Board of Directors may determine from time to time.

Section 1.03. Registered Office and agent are set forth in the Corporation’s Non-Profit Bi-Annual Report filed with the Nebraska Secretary of State’s Office. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2. Purposes, Objectives and Governing Instruments

Section 2.01. Purpose. The purpose of the Corporation, as set forth in the Articles of Incorporation, is exclusively literary and educational, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purpose, as set forth in the Articles of Incorporation and these Bylaws.

Section 2.02. Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.03. Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, sexual orientation, gender identity or gender expression, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

ARTICLE 3. Membership

Section 3.01. Classes of members. The membership of this association shall consist of the following classes of members:

A. Active Membership. Active membership shall be open to persons actively engaged in music education, and granted upon the payment of the prescribed dues. Active members in good standing may vote and be elected to office. Each active member shall receive standard member publications, including the *Nebraska Music Educator*.

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B. Life Membership. Life membership shall be open to persons who are eligible for active membership, and granted upon the payment of the prescribed dues. Life members may vote and be elected to office. Each life member shall receive standard member publications, including the *Nebraska Music Educator*.

C. Introductory Membership. Introductory membership shall be open to persons in their first year of full-time music teaching or other music-related education work who have been collegiate members during the preceding fiscal year, and granted upon the payment of the prescribed dues. The membership shall be limited to one membership year. Introductory members shall have the same privileges as active members except the right to hold elective office. Each introductory member shall receive standard member publications, including the *Nebraska Music Educator*.

D. Collegiate Membership. Collegiate membership shall be open to music students in teacher education or who participate in music programs at the college or university level who are not employed full time as teachers, and granted upon the payment of the prescribed dues. Collegiate chapter members shall have the same privileges as active members, but may not vote on Association business or hold other offices in the Association, other than that of Director of Collegiate Members. Student members may attend meetings and participate in all other activities of the Association. Student members shall elect the Director of Collegiate Members. Each collegiate member shall receive standard member publications, including the *Nebraska Music Educator*.

E. Retired Membership. Retired membership shall be open to former music educators who have retired from teaching or other music-related educational work, and who have been members of NMEA for at least ten consecutive years prior to seeking retired membership status, and granted upon the payment of the prescribed dues. Retired members shall have the same privileges of active membership. Each retired member shall receive standard member publications, including the *Nebraska Music Educator*.

Section 3.02. Approval of members. Membership in the appropriate class will be automatically conferred upon application and payment of the dues prescribed by the Board of Directors.

Section 3.03. Voting rights. Each Active, Life, Introductory and Retired member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3.04. Transfer of Membership. Membership in this Association is not transferable or assignable.

Section 3.05. Membership Meetings. An annual meeting of the members shall be held in the month of November or at a date and time to be determined by the Board of Directors for the purpose of conducting an election and for the transaction of such other business as may come before the members. Special meetings of the members may be called by the President, the Board of Directors, or not less than 5% of the members having voting rights.

Neb. Rev. Stat. §21-1952(a)(2)

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Section 3.06. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Nebraska, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 3.07. Notice of Meeting. Written or printed notice stating the place, date and time of any meeting of members shall be delivered electronically or by mail to each member not less than thirty days before the date of such meeting. In case of an annual or special meeting, notice shall include a description of any matter or matters that must be approved by the members under Neb. Rev. Stat. Section 21-1987, 21-19,102, 21-19,107, 21-19,114, 21-19,121, 21-19,126, 21-19,129 or 21-19,130. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Neb. Rev. Stat. §21-1955(c)(1) & (2)

Section 3.08. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by 80% of the members entitled to vote with respect to the subject matter thereof and delivered to the Corporation for inclusion in the minutes or filing with the Corporate records. Written notice of member approval shall be given to all members who have not signed a written consent.

Neb. Rev. Stat. §21-1954(a) & (d)

Section 3.09. Quorum. A quorum is established when any number of members are gathered at the annual meeting. Voting shall take place in accordance with Section 3.16.

Section 3.10. Meetings via telephone or other communication method. Notwithstanding any reference in this Article to a "place" of a special meeting, any special meeting of the Members, delivery and waiver of notice thereof, and any action by the Members by written consent or written ballot, may, at the direction of the President, be held and conducted via telephone conference, web-conference or by e-mail, or by any other means of communication whereby all Members participating may simultaneously hear each other or simultaneously view each other's e-mails during the meeting subject to the Quorum provisions.

Section 3.11. Voting. Voting may be held electronically or via paper ballot, under the following provisions:

- ballots will be available three weeks prior to the first day of Conference;
- method of voting must be secure and limited to one vote per member;
- voting will close at noon on the second day of the conference;
- the greatest plurality per office will be elected.

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ARTICLE 4. Directors

Section 4.01. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately before or after and at the same place as the annual meeting of the members. The President may call regular meetings. Notice of a regular meeting of the Board of Directors must be given 10 days prior to the meeting date. Any Director who misses two consecutive meetings or three meetings total during their term may be removed by the Board of Directors but only if a majority of the Directors then in office vote for the removal.

Neb. Rev. Stat. §21-1975(i)

Section 4.02. Number. The number of Directors and Officers constituting the entire Board shall be no more than fifteen (15), but not less than three (3).

Section 4.03. Election and Term of Office. The election of directors may be held at the annual conference or by electronic voting. Term of office begins January 1 of the following year. Directors shall be elected in even- or odd-numbered years and serve a term of three years, with the exception of the Director of Collegiate Members:

- Director of Orchestral Affairs
- Director of Choral Affairs
- Director of College/University Affairs
- Director of Middle Level/Junior High Affairs
- Director of Band Affairs
- Director of Elementary/General Music Affairs
- Director of Auditions and Ensemble Affairs
- Director of Membership Programs
- Director of Advocacy
- Director of Jazz Affairs
- Director of Collegiate Members

Every year the candidate for the office of Director of Collegiate Members shall be nominated and elected while in their sophomore year by student members of the Association in accordance with the voting procedure approved by the student representative board. He or she shall serve one year as apprentice and one year as Director.

A member who has been elected to an office in the Association must be out of office one full year before being eligible to be elected to office again.

After adoption of these bylaws, the President may at his or her discretion lengthen or shorten a Director's existing term in order to effectuate the transition to three-year terms for all positions.

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Section 4.04. Powers and Duties. Authority for the management, policies, and actions of the Association is vested in the Board of Directors. The Board of Directors shall consist of all elected directors and officers and shall have general powers of administration with authority to act except as contrary to these Bylaws or as expressly prohibited. As presiding officer of the Board of Directors, the President is responsible for the leadership of the Association.

Section 4.05. Notice of Meetings. The Board of Directors shall meet at the call of the President, or upon the joint request of a majority of the membership of the Board of Directors.

Section 4.06. Quorum. A quorum of not less than fifty-one percent (51%) of the members of the Board shall be required for the transaction of business.

Section 4.07. Voting. At all meetings of the Board, each director and officer shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Section 4.08. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.09. Removal. Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 4.10. Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors; and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.11. Vacancies. Any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 4.12. Participation by Telephone or Electronic Means. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.13. Compensation. Directors as such shall not receive any stated salaries for their service. By resolution of the Board of Directors, expenses of attendance, if any, may be allowed for the attendance at each regular, special or annual meeting of the Board.

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ARTICLE 5. Officers

Section 5.01. Election and Qualifications; Term of Office. The Officers of the Corporation shall be a President, a President-Elect and Immediate Past President. The President-Elect shall be elected by the membership in odd-numbered years, and shall hold office for a term of two years. Terms commence on January 1 following election. The President-Elect shall then subsequently hold the office of President for a term of two years and Immediate Past President for a term of two years. Any individual nominated or elected as an officer or member of the Board of Directors of the Corporation shall be an active member in good standing of this Association for at least three consecutive years immediately preceding the standing for election. If any active member, officer, board member or committee member of this Association shall cease to be a member of the Association, his/her rights to act as such officer, board member or committee member of the Association shall, by reason of that fact, terminate. The election of officers may be held at the annual meeting of members or by electronic vote. The three-year term of service for directors would include: Year 1, Elected director serves as a non-voting apprentice whose role it is to observe. Year 2, Director serves alone. Year 3, Director trains the next elected apprentice.

Section 5.02. Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board of Directors.

Section 5.03. Powers and Duties of the President. The President shall be the principal officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. In the absence of the President, his/her duties shall devolve upon the President-Elect. The President shall be a member ex-officio of all committees, have the right to vote, and except as otherwise herein provided, shall appoint all committees of this association or any newly created committee at his or her discretion, and fill all vacancies in office. The President shall have such other powers and shall perform such other duties as may from time to time be assigned by the Board.

Section 5.04. Powers and Duties of the President-Elect. The President-Elect shall perform the duties of the President in case of absence or inability to act, and have the right to vote and such other powers or perform such other duties as may from time to time be assigned by the President or Board of Directors.

Section 5.05. Powers and Duties of the Immediate Past President. The Immediate Past President shall serve as Chairperson of the Nominating Committee and the Past Presidents Council, and shall have the right to vote.

Section 5.06. Powers and Duties of the Secretary-Treasurer. The Secretary-Treasurer need not be a member of the Board of Directors, and may be appointed by the Board of Directors and paid such salary as may be set by the Board of Directors. The Secretary-Treasurer shall keep the minutes of the meetings of the Board of Directors and annual membership meeting; see that notice is duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of

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the corporation; keep a register of the post office address of each member which shall be furnished to the Secretary-Treasurer by such members; have charge and custody and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation in banks or other depositories; and in general perform all duties incidental to such office, including those of handling the public relations for the Association and such duties as from time to time may be assigned by the President or any member of the Board of Directors. The Secretary-Treasurer shall make an annual report of the finances of the Association at their annual meeting. The position of Secretary-Treasurer may at the Board's discretion be included in the duties of the Executive Director, in which case no separate Secretary-Treasurer will be appointed.

Section 5.07. Powers and Duties of the Executive Director. The Board may at its discretion hire or contract for an Executive Director to manage the day to day affairs of the corporation. These duties may include, but are not limited to, the coordination of all education programs, meetings and conferences, public relations, communications, any or all duties as shown for the Secretary-Treasurer position, and any other duties as needed by the corporation. The exact duties and compensation shall be spelled out in the contract for said Executive Director as approved by the Board of Directors for the corporation. The Executive Director shall report to the Board of Directors and all records of the corporation shall be available for review or audit by the Board of Directors, or their designee, at any time. The Executive Director shall serve as an ex-officio, non-voting member of the Board of Directors.

Section 5.08. Delegation of Powers and/or Duties. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 5.09. Removal. Any Officer may be removed from office at any time, with cause, by a vote of a majority of the Board then in office at any meeting of the Board.

Section 5.10. Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

ARTICLE 6. Committees.

Section 6.01. Standing Committees. The President, as soon as practical after taking office, shall appoint a member of the Board of Directors as Chair of each standing committee, with the exception of Nominating Committee and Past Presidents Council. The Chair shall preside at all committee meetings and shall regularly advise the full Board of Directors of all committee developments.

- Executive Committee (to include the three presidents, treasurer (or Executive Director as per Section 5.06.) and one other board member)
- Bylaws and Governance Committee (to include the current president, one board member, and two current NMEA members)

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- Conference Committee (to include President-Elect and select NMEA members)
- Membership Committee (to include Director of Membership and select NMEA members)
- Nominating Committee (to include Immediate Past President and select NMEA members)
- Past Presidents Council (to include Immediate Past President and select NMEA members)
- DEIA Committee (to include Director of Advocacy and select NMEA members)

Section 6.02. Terms of Office. The Chair's term is determined by the Presidential appointment within their elected board term. Committee members serve as appointed within the term of the Chair.

Section 6.03. Quorum. Unless otherwise provided, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the full committee.

Section 6.04. Expenses. All ordinary expenses such as postage, printing, telephone and travel expenses of the Chair shall be reimbursed upon receipt of a statement for same; excepting however, that should such expenses be incurred as part of a committee meeting, the minutes of the meeting must be submitted with the statement.

Section 6.05. General Purposes and Objective of the Standing Committees.

A. Bylaws and Governance Committee. The purpose of the Bylaws and Governance Committee is to maintain vigilance over the Articles of Incorporation and Bylaws of the Association so that these documents serve to meet the purposes of the corporation. The committee shall annually review the existing language for necessary revisions to eliminate inconsistencies and updating in accordance with current practices of this Association; and make written recommendations to the Board of Directors of all proposed changes and amendments to be presented to the membership for adoption.

B. Conference Committee. The purpose of the Conference Committee is to plan and execute an annual Conference with multiple tracts for members teaching various levels and interests.

C. Membership Committee. The purpose of the Membership Committee is to continue to recruit new members, retain current members through enhanced programs and services, regain lapsed members, and to recommend programs wherein members can become more familiar and involved with the Association and its functions.

D. Nominating Committee. The purpose of the Nominating Committee is to actively seek and select diverse and visionary leaders from amongst the members to serve on the Board of Directors. The Immediate Past President shall appoint a nominating committee, one member from each district of the NSAA districts of the state, in January of each year. This committee shall report its list of nominees for each elected office other than Director of Collegiate Members to the Board of Directors at least ninety (90) days prior to the annual membership meeting.

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F. Past Presidents Council. Membership in the Past Presidents Council will include all NMEA members who have served as President of the Association. The Past Presidents Council will serve as an advisory council for the Board of Directors, and perform such other duties as may from time to time be assigned by the Board.

G. DEIA Committee. The purpose of the Diversity, Equity, Inclusion, Access (DEIA) Committee seeks to advance the NMEA mission and Diversity Statement by providing guidance and recommendations for actions to achieve the diversity, equity, inclusion and access goals and needs of our organization members and students.

Section 6.06. Ad hoc committees or task forces. The President may establish an ad hoc committee or task force for any purpose and length of time, which shall be subject to the same provisions as Standing Committees.

ARTICLE 7. Bank Accounts, Checks, Contracts and Investments.

Section 7.01. Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 7.02. Contracts. The President may sign with the Executive Director or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation.

Section 7.03. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable and in keeping with Board policy.

ARTICLE 8. Fiscal Year.

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE 9. Dissolution.

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board of Directors that is consistent with the Articles of Incorporation and with State law.

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ARTICLE 10. Amendments.

These Bylaws may be amended or repealed by the members by two-thirds of the votes cast or a majority of the voting power, whichever is less. Ballots may be cast by mail, electronically, or by a vote of the membership at the annual membership meeting. The membership shall be given notice of any suggested changes at least sixty (60) days prior to the close of voting.

Neb. Rev. Stat. §21-19,114(a)(1)(ii)

Adopted this 17th day of November, 2021.

Signature of Officers:



President, Evan Lee



President-Elect, Clay Blackman



Executive Director/Secretary-Treasurer,
Judy Bush