

VIRGINIA MUSIC EDUCATORS ASSOCIATION, INC.

Revised Constitution –November 2021

Approved by the Executive Board – September, 2023

Approved by the Membership – November, 2023

Article I – Name

The name of the organization shall be the Virginia Music Educators Association, Inc. (VMEA)

Article II – Purpose

Section 1 - Purpose and Mission

The purpose of the Virginia Music Educators Association, Inc. (VMEA) is to provide mutual helpfulness to its membership and to promote the advancement of music education through schools and other educational institutions. The Mission of the Virginia Music Educators Association is to provide leadership and professional development to ensure quality music education.

Section 2 - Affiliation

VMEA is a federated state unit of The National Association for Music Education (NAfME).

Article III – Membership

Membership in the Association may be divided into such classification for annual membership dues or for the election of members of the various sections or for such other purposes as the Bylaws may prescribe or as the Executive Board may from time to time designate. The conditions, terms, privileges, rights, and duties of membership shall be stated or provided for in the Bylaws of the Association.

Article IV – Government

The Executive Board shall be the legal representative of the Association and as such shall have, hold, and administer all the property, funds, and affairs of the Association. Provisions for the regulation of the internal affairs of the Association shall be provided for in the Bylaws of the Association.

Article V – Association Interest Sections

The Association shall provide for the special interests of its members as provided in the Bylaws of the Association.

Article VI – Elections

The manner of the election or appointment of the members of the Executive Board shall be provided for in the Bylaws of the Association.

Article VII – Disposition of Assets

In the event of liquidation of its financial assets, all funds remaining, after payment of the legitimate bills and all legal costs and financial obligations, shall be directed by action of the membership upon recommendation of the Executive Board.

Article VIII – Amendments

This constitution may be amended by two-thirds majority of ballots cast by members of the Association in a referendum as prescribed in the Bylaws.

VMEA Bylaws

Article I – Membership

Section 1 - Active Membership

Any person who is eligible for membership by virtue of their vocation/ avocation or who, because of special interest in music education, desires to associate with the group may become an active member of this Association upon payment of the prescribed dues through NAFME/VMEA. Active membership includes subscriptions to the NAfME Music Educators Journal and Teaching Music.

Section 2 - COVMEA Membership

COVMEA (student) membership shall be open to students enrolled in music education programs at Virginia's institutions of higher learning at the undergraduate level, not employed as teachers. Membership is achieved upon payment of the prescribed dues to the local COVMEA of the institution where the student is enrolled. Membership includes affiliation with the Collegiate Chapter of NAFME.

Section 3 - Associate Membership

Any person, firm, or institution desiring to contribute to the support of the educational activities of the Association may become an associate member upon payment of the prescribed dues to NAFME/VMEA. Associate members shall have the same privileges as active members except the right to vote and to hold elective office.

Section 4 - Retired Membership

Retired membership in VMEA shall be open to any individual who has been an active member of the Association for five or more consecutive years immediately preceding retirement from the teaching profession. Retired members shall have all privileges of active membership except the right to hold elective office. Retired membership in NAFME is also available to any member who qualifies upon application and upon payment of the prescribed dues.

Section 5 - Life Membership

Life membership is available through NAFME.

Article II – Dues

Section 1 - Active Membership Dues

Active membership dues are included as a part of the NAFME annual membership dues. Dues may be raised when deemed necessary by the Executive Board.

Section 2 - COVMEA Membership Dues

COVMEA membership dues are included as a part of the NAFME annual membership dues. Dues for student membership shall be determined by the Collegiate Chapter and approved by the Higher Education (VAMHE) Section of VMEA as sponsor.

Section 3 - Associate Membership Dues

Dues for associate membership shall be the same as that for NAFME/VMEA active membership.

Article III – Government

Section 1 - Authority

Authority for the management, policies, and actions of the Association is vested in the Executive Board. A presiding officer of the Executive Board, the Association President is responsible for the leadership of the Association. The Board of Directors and individual members may make recommendations to the Executive Board regarding management, policies, and actions. All actions of the President and/or the President's Committee not specifically authorized by the Constitution and Bylaws of the Association shall be subjected to the approval of the Executive Board.

Section 2 - Officers

The elected officers of the Association shall be:

- (1) President,
- (2) President-Elect,
- (3) Vice-President (immediate Past-President),
- (4) Secretary.

The organization shall employ an Executive Director, Chief Financial Officer, and Professional Development Coordinator. All officers shall be active members in good standing in the Association.

Section 3 - President's Committee

The President's Committee shall consist of the President, President-Elect, Vice-President, Executive Director, and Chief Financial Officer (CFO).

Section 4 - Executive Board

The Executive Board shall be composed of the following voting members:

- (1) President,
- (2) President-Elect,
- (3) Vice-President (immediate Past-President),
- (4) Past Presidents (only Past-Presidents who remain active and attend at least one Executive Board meeting per year shall be voting members of the Executive Board). Each Past President must attend one meeting per year to remain active, and when that year passes without attendance – their name will be dropped from the roll. The Secretary will maintain an on-going record of attendance of Past-Presidents.
- (5) Secretary,
- (6) Presidents of the Interest Sections,

- (7) VBODA Orchestra Representative, and
- (8) Chairs of the VMEA Districts.
- (9) Elementary/General Music at Large Members (One of these members will be chosen by and from the VEMEA district representatives through nomination and ballot. The second member will be the immediate past-president of the VEMEA section.)

In addition, the Executive Board shall have certain ex-officio (non-voting) members. They shall be:

- (1) Executive Director e,
- (2) Chief Financial Officer
- (3) Fine Arts Representatives from the Virginia Department of Education,
- (4) Executive Secretary of the Virginia High School League,
- (5) COVMEA Chapter Advisor,
- (6) Council Chairs

The Chairs of several Virginia Arts Education organizations may be invited to participate as ex-officio members.

Section 5 - Council of Review

The Council of Review shall be composed of the VMEA District Representatives as described in Article VII, Section 2, and the Regional Representatives as described in Article VII, Section 4.

Section 6 - Terms of Office

The officers of the Association shall be elected for a period of two years. At the end of the two-year period, the President-Elect shall become President and the President shall become Vice-President. The President-Elect and Secretary shall be so elected as to take office on July 1 of the even-numbered years. District Representatives shall be so elected as to take office on July 1 of the odd-numbered years.

Section 7 – Vacancies

Succession of Officers

If the President should be unable to fulfill the specified terms of office:

- The Vice-President shall assume the unexpired portion if it occurs in the first year of the term of the President.
- The President–Elect shall assume the unexpired portion if it occurs in the second year of the term of the President and shall then succeed to a full term of two years as President.

If the President–Elect should be unable to fulfill the specified term of office:

- A special election shall be held to fulfill the vacancy of the office of President-Elect.

If the Vice-President should be unable to fulfill the specified term of office:

- The Executive Board shall select a Past President who is an active member to fill the unexpired portion of the term.

The President’s Committee may:

- Fill any vacancy among voting members of the Executive Board or Board of Directors for the remainder of the term of office, except where the

- Constitution specifies accession or process.
- Declare a vacancy if in its judgment a member fails to fulfill their obligations or to make satisfactory arrangements for the discharge of their duties.

Section 8 - Reelection of Officers

Any elected officer of VMEA may be reelected to office for succeeding terms with the exception of the President, Vice-President, and President-Elect. The terms of these offices are designated in the Article III, Section 7.

A person may be reelected to the office of President-Elect only after the specified terms of President and Vice-President have expired.

The VMEA, VCDA, VBODA, VGDA secretary will serve for a two-year term with no term limits. VEMEA, VAMEA, VAMHE will appoint a secretary for a two-year term with no term limits.

Section 9 - Duties of Officers

- A. **Duties of the President.** The President shall preside at all meetings of the Council of Review, The Executive Board, The President's Cabinet, and the President's Committee. and at all meetings of the Association. They shall carry out the charge of their executive authority as stated in the Article III. Further, the President shall represent the Association and shall do liaison and public relations work when the best interests of the Association shall warrant. The President shall participate in the NAFME National Assembly and will serve on the Board of Directors, NAFME Southern Division.
- B. **Duties of the Vice-President.** The Vice-President is the immediate Past-President of the Association and shall assist the President. The Vice-President shall serve as a member of the President's Committee
- C. **Duties of the President-Elect.** The President-Elect shall serve as assistant to the President and shall assume those responsibilities delegated by the President and Executive Board, which will best prepare them for the Presidency. The President-Elect shall serve as a member of the President's Committee and is responsible for the annual Leadership Symposium at Conference.
- D. **Duties of the Secretary.** The Secretary shall keep minutes of the meetings of the Association, the Executive Board, and Council of Review. The Secretary shall submit the minutes of these meetings to the President and Executive Director within a reasonable length of time following each meeting. In addition, the Secretary shall:
- Keep an official copy of the Constitution and Bylaws of the Association.
 - Ensure that an accurate roll of the active, associate, and student chapter members of the Association is maintained through a Membership Chair appointed by the Executive Board.

- Serve as the Chair of the committee appointed to count ballots cast during any or all elections and to count returns whenever the membership is polled or whenever a Constitutional amendment is submitted to the membership for approval.
- Serve as an advisor to the President's Committee.

E. Duties of the Chief Financial Officer . The CFO shall be custodian of such funds of the Association as shall be determined by the Executive Board. The President shall authorize all disbursements made by the CFO . The CFO shall:

- Deposit these funds in a depository approved by the President's Committee.
- Present an accounting of all monies received and disbursed at each meeting of the Executive Board.
- Annually prepare and submit to the Executive Board for approval a proposed budget for the succeeding fiscal year.
- Submit to the Executive Board an annual independent audit and an annual bank statement of all VMEA funds.
- Serve as an advisor to the President's Committee.

F. Duties of the Executive Board. The Executive Board shall carry on the affairs of the Association and to report to the Council of Review at its annual meeting with the Council of Review.

G. Duties of the Council of Review. The Council of Review shall meet with the Executive Board annually and for any additional meetings necessary at the request of the President. The Council of Review shall review the business of the Association and project future courses of action

H. Duties of the President's Committee. The President's Committee shall assist the President, when requested, in planning the agenda for various meetings at which the President shall preside. The Committee members shall counsel with the President, when requested, concerning decisions pertaining to executive authority, especially in cases where emergencies arise.

I. Duties of the President's Cabinet. The President's Cabinet shall assist the President, through section and council leadership, with the implementation of the Strategic Plan.

Section 11 - Limitation of Responsibility of the Officers

The authority and responsibility for the management and for the maintenance of the good will and credit of the Association is vested in the Executive Board, but it is expressly understood that neither the Board, nor any member thereof, nor any staff member, nor any member of the Association shall be required to accept personal financial responsibility for duly authorized bills or obligations, or litigation that may develop from authorized activities of the organization carried out in good faith and in pursuit of the objectives, purposes, and activities

prescribed or authorized by the Constitution and Bylaws of the Association.

Article IV – Internal Affairs

Section 1 - Election of VMEA and Section Officers

The President-Elect and Secretary shall be elected by the membership of the Association. Elections are held in November, results announced at the annual conference, and follow procedures established in the VMEA Policies and Procedures.

The Nominating Committee shall be the President-Elect, who will serve as Chair, the Vice-President, and the Presidents of the VMEA special interest sections. The committee shall solicit names from the membership. A prerequisite for being nominated to the office of President-Elect shall be the completion of one term as President of a VMEA Interest Section or two years' service as a member of the VMEA Council of Review.

District Representatives shall be elected to take office on the date prescribed in the Article III, Section 7. District Representatives will be nominated and elections will be held at a meeting held within each district. The outgoing District Representative will notify the VMEA office of the results of the election by May 1.

The President's Committee shall assist the President in selecting one of the three representatives from each District to serve as District Chair. In making such appointments, the President's Committee and/or the President shall endeavor to secure an equitable distribution for representation on the Executive Board.

Section 2 - Executive Board and Council of Review Meetings

An annual meeting of the Executive Board with the Council of Review shall be held once each year, normally in the fall. Additional meetings of the Executive Board at mid-year and in the spring will be held at the discretion of the President's Committee when sufficient items of business warrant such meetings. The President may call special meetings of the Executive Board and the Council of Review or they shall call a meeting of either group upon receipt of a written request signed by one-fourth of the groups' members. Each Participant shall be notified by electronic means of the date, time, and place of all meetings. The Executive Director will send the announcement not less than ten (10) days prior to the meeting.

Section 3 - District Meetings

The District Chair may call district meetings at their discretion or shall call a meeting at the written request of not less than ten (10) members from the total District unit. If a vote is required, please refer to Article X, Section I.

Section 4 - The Association

Business of such importance as to be presented to the entire membership shall be transacted by mail ballot or appropriate electronic means. The President, with the approval of the Executive Board, may plan meetings of educational or

professional interest for the general membership.

Section 5 - Rules of Order

Robert's Rules of Order Newly Revised shall govern all business meetings of VMEA, including interest section meetings.

Article V - Administration

Section 1 - Executive Director

The Executive Board shall select the Executive Director . The Executive Board shall determine the duties and compensation of the Executive Director . A job description for this position shall be on file in the state office.

Section 2 - Chief Financial Officer

The Executive Board shall select the Chief Financial Officer . The Executive Board shall determine the duties and compensation of the Chief Financial Officer. A job description for this position shall be on file in the state office.

Section 3 - Webmaster

The Executive Board shall select the Webmaster. The Webmaster will be responsible for maintaining all aspects of the VMEA website.

Section 4 - Fiscal, Administrative, and Membership Year

The fiscal, administrative, and membership year shall conform to that of NAFME, July 1 through June 30, or such period as may be determined by the Executive Board.

Section 5 - Contracts

The Executive Board may authorize any officer, officers, agent, or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or may be confined to specific instances.

Section 6 - Checks, Drafts, or Orders

All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer, officers, agent, or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Executive Board. In the absence of such determination by the Executive Board, such instruments shall be signed by the authorized agent and countersigned by the President, President-Elect, or Vice-President of the Association.

Section 7 - Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Executive Board or its agent may select.

Section 8 - Gifts and Management of Assets

The Executive Board is authorized and empowered on behalf of the Association

to receive by devise, bequest, donation, or otherwise, either real or personal property, and to hold the same absolutely or in trust, and to invest, reinvest, and manage the same and to apply said property and the income arising there from to the objectives of the association. The Executive Board also shall have power to allocate the funds of the Association for the purposes of carrying out the objectives of the Association.

Section 9 - Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive Board.

Section 10 - Financial Responsibilities

The VMEA sections (VAMEA, VAHME, VBODA, VCDA, VGDA, COVMEA and VEMEA) shall be financially responsible for the maintenance and operation of their organizations. VMEA provides an allotment per Section annually for assistance in administrative expenses, excluding those VMEA activities involving students, which are to be self-supporting. District Chairs and Representatives submit expense vouchers to the VMEA Treasurer for reimbursement from this allotment. The Executive Board shall determine the amount of allotment. The VMEA Treasurer will be responsible for the maintenance of the finances of the VAMHE and Collegiate Sections.

Section 11 - Income, Deficits and Surplus Funds

Income, deficits, and surplus funds shall be administered as specified in the VMEA Event Manual. The Association shall not be obligated for any deficit incurred by any of the various Districts unless the President or the Executive Board gives approval.

Section 12 - Student Activities

The responsibility of administration of student activities shall be vested in the VMEA interest sections involved. However, they shall be under the general supervision of the Executive Board, which works in cooperation with the Virginia High School League.

Article VI – Association Interest Sections

The Association's interest sections shall be:

- Administrators Section – Virginia Association for Music Education Administrators (VAMEA)
- Choral Section – Virginia Choral Directors Association (VCDA)
- College/Higher Education Section – Virginia Association of Music in Higher Education (VAMHE)
- Collegiate Section - Collegiate Student Membership (COVMEA)
- Elementary Section – Virginia Elementary Music Educators Association (VEMEA)
- Instrumental Section – Virginia Band and Orchestra Directors Association (VBODA)
- Guitar Section- Virginia Guitar Directors Association (VGDA)

Article VII – Districts & Regions

Section 1 - Divisions of the Commonwealth

The Commonwealth of Virginia shall be divided into music districts as determined by the VMEA Executive Board.

Section 2 - District Representatives

Each District shall elect a committee of three: one to represent the choral interests, one to represent the instrumental interests, and the third to represent the elementary and/or general music interests of the District.

One of these representatives shall be appointed by the President's Committee to serve as Chair. The Chair shall represent their District as a voting member of the Executive Board. They shall be the administrative head of District activities and shall have the right to appoint committees for District activities.

All District Representatives shall serve on the Council of Review. Each District Representative shall not serve more than two consecutive terms.

Section 3 - District Committees

The District Committees shall conduct the affairs of their respective Districts so as to be in accord with the general rules of the Association.

Section 4 - Region Representatives

Each VMEA Region shall elect a representative for VBODA Orchestra and VGDA. The regional representatives shall serve on the Council of Review. Each Regional representative shall not serve more than two consecutive terms.

Article VIII – Councils

The President as deemed necessary shall appoint Councils at their discretion to address a specific purpose. Councils shall be disbanded when their purpose is accomplished.

Article IX – Standing Committees

The President shall be empowered to appoint such standing or special committees as shall be deemed advisable to properly conduct the affairs of the Association. The Executive Director serves as an ex-officio member to all standing committees except the State Executive Evaluation Committee.

Standing Committees

- **Nominating Committee**

The Nominating Committee shall be the President-Elect, who will serve as Chair, the Vice-President, and the Presidents of the VMEA special interest sections as outlined in Article IV, Section 1.

- **Finance Committee**

Members of the Finance Committee shall be the VMEA Chief Financial Officer , who will serve as Chair and the VMEA special interest section

treasurers In the event that a section treasurer cannot attend a meeting, then the section President is empowered to vote.

- **Awards Program Committee**
Members of the Awards Program Committee shall be the President-Elect, who will serve as Chair and the VMEA special interest section Presidents.
- **Strategic Planning Committee**
The organization shall review its strategic plan every two years. Members of the Strategic Planning Committee shall be the President's Committee, VMEA Secretary, VMEA special interest section Presidents and President-Elects, and VMEA council chairs.
- **State Executive Evaluation Committee**
Members of the State Executive Evaluation Committee shall be the President, who shall serve as Chair, the VMEA officers (elected and appointed) and the Presidents of the VMEA special interest sections.
- **Conference Planning Committee**
The Professional Development Coordinator shall be a member of VMEA appointed by the President and shall serve as Chair of the Conference Planning Committee. Members shall be special interest Presidents, VMEA Council Chairs, Executive Director , VMEA Chief Financial Officer , Performance Coordinator, Registration Coordinator, Exhibits Coordinator, Exhibits Manager, Logistics Coordinator(s), President's Committee, and chairs of the following all-state ensembles (Orff, Guitar, Jazz, and Honors Choir).

Article X – Quorum

Section 1- Quorum

- A. Single Interest Section – A quorum shall consist of 51% of the voting members present in a district/region within a single interest section.
- B. Two or more Interest Sections – For decisions that affect two or more sections within a district, a quorum shall consist of 60% (3/5) of the members present at a multi-section meeting that has been announced 3 weeks in advance of the meeting.
- C. Electronic Voting – For electronic ballots to all members of all affected sections, a quorum vote shall consist of 60% (3/5) needed to pass.

Section 2 – Executive Board: A quorum of the Executive Board shall consist of not less than 60% (3/5) of the voting members.

Article XI – Publications

1.

Section 1 - VMEA Event Manual

The VMEA Event Manual shall be published annually and disseminated through District Representatives as appropriate. The Finance Committee shall review the

Event Manual. The Event Manual and all forms will be provided on the VMEA website.

Section 2 - Other Publications

The Association, upon approval of the Executive Board, shall publish other publications.

Article XII – Amendments

Section 1 - Amendments to Bylaws

The Bylaws may be amended by a two-thirds majority of ballots cast by the members of the Association in a referendum.

Section 2 - Referendum

The Executive Director, upon direction of the Executive Board, shall submit by electronic means to all active members of the Association the proposed amendment or other pertinent business. Amendments must be approved by two-thirds of the members on or before the specified date. The date of return shall be not less than fifteen (15) days after the notice date. Matters of business other than amendments to the Constitution or Bylaws shall be decided by majority vote.