

CAPMT Constitution

CAPMT CONSTITUTION

ARTICLE I — NAME

The name of this organization is CALIFORNIA ASSOCIATION OF PROFESSIONAL MUSIC TEACHERS, INC., hereinafter designated as CAPMT or as the "Association". CAPMT is affiliated with Music Teachers National Association, Inc.

ARTICLE II — PURPOSE

Section 1. This association is a nonprofit charitable and educational corporation as defined in Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, AND under Part I, Division 2 of Title I of the Corporations Code of the State of California.

Section 2. The purpose for which this corporation is organized and operated is exclusively literary and educational. It is dedicated to the advancement of music education and the promotion of the art of music throughout the State for students, teachers and the general public, by means of such educational activities as State, District and Local conferences, master classes, workshops, recitals, student evaluations and competitions, newsletters and scholarship opportunities.

ARTICLE III — MEMBERSHIP

Section 1. Membership classifications in the Association are: Active, Collegiate, Institutional, Corporate, Patron and Honorary Life, as defined in the Bylaws, Article II.

ARTICLE IV — OFFICERS

Section 1. The officers of the Association are: President, President-Elect, Immediate Past President, five Vice Presidents, Recording Secretary, Treasurer/Secretary, District Directors, and two Members-at- Large.

Section 2. The authority and duties of each officer are defined in the Bylaws of the Association. Any active member in good standing shall be eligible for election to office.

Section 3. All officers are elected by majority of Active membership at the Annual Meeting.

Section 4. The President-Elect shall assume the office of President at the completion of the term of office of the current president.

Section 5. Each officer is elected for a term of two years. Any officer may serve a second consecutive term if nominated and elected and if he or she agrees to do so. No officer, with the exception of the Recording Secretary, Treasurer and District Directors may hold the same office for more than two consecutive terms. District Directors may hold the same office for 3 consecutive terms. A Past President may not hold the office of President again until six years following completion of the last term as President.

Section 6. To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such a proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements or other amounts reasonably incurred in connection with such proceeding shall be provided by this corporation, but only to the extent allowed by, and in accordance with, the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

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ARTICLE V — BOARD OF DIRECTORS

Section 1. The Board of Directors consists of the Elected Officers and the District Directors.

Section 2. The Executive Board shall consist of the President, President-Elect, Immediate Past President, five Vice Presidents, Recording Secretary, Treasurer/Secretary and two Members-at-Large.

Section 3. The Executive Board shall meet at the call of the President, and may transact business subject to the approval of the Board of Directors.

ARTICLE VI — AUTHORITY

Section 1. The Executive Board is responsible for funds, transactions of the general business of the Association, determination of annual membership dues in accordance with the dues requirements of the Music Teachers National Association, Inc., determination of policy of the Association and execution of such other duties as may be prescribed in the Bylaws.

Section 2. Any action required or permitted to be taken by the Executive Board may be taken by written ballot, without a meeting, if all members of the Executive Board shall individually or collectively consent in writing to that action. The written consents shall be filed with the Minutes of the Proceedings of the Executive Board.

Section 3. Vacancies in any office shall be filled through appointment by the President for the unexpired term, with approval of the Executive Board.

Section 4. The property of this corporation is irrevocably dedicated to charitable and educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member of this corporation, or to the benefit of any private individual.

Section 5. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE VII — MEETINGS

Section 1. Meetings of the Association are held annually at such time and place as determined by the Board of Directors, and shall be included in the Annual Conference schedule.

Section 2. Special meetings of the Association shall be called by the President upon request of a majority of the Board of Directors, or upon a signed petition of one-fourth of the Active Members in good standing.

Section 3. The Executive Board shall hold a minimum of three regular meetings during each fiscal year, one of which shall be in conjunction with the Annual Conference. Special meetings may be called by the President, or by request of the majority of the Board members, and shall be held at a mutually agreed upon location.

Section 4. The Board of Directors shall meet a minimum of two times annually, once in conjunction with the Annual Conference. Special meetings may be called by the President, or by written request of a majority of Board members.

Section 5. Each Active Member present at a general business meeting shall be entitled to vote.

Section 6. Members of the Executive Board and Board of Directors may participate in a meeting through the use of telephone conference call, electronic video communication or electronic transmission. Participation in a meeting through the use of electronic transmission constitutes presence in person at that meeting if both of the following apply: 1) each member participating in the meeting can communicate with all of the other members concurrently; and 2) each member is provided the means for participating in all matters before the Board. Any action taken by the Executive Board or the Board of Directors at such a meeting need not be unanimous.

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ARTICLE VIII — PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of Robert’s Rules of Order shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the California Corporations Code, the Constitution and Bylaws of the Association or any special rules of order the Association may adopt.

Section 2. The President shall appoint a parliamentarian to provide opinion during meetings.

ARTICLE IX — QUORUM

Section 1. A majority of the Executive Board, including the presiding officer, constitutes a quorum for the transaction of business.

Section 2. A majority of the Board of Directors, of whom at least four must be members of the Executive Board, including the presiding officer, constitute a quorum for the transaction of business.

Section 3. Active Members present, of whom ten are members of the Board of Directors, including the presiding officer and three other members of the Executive Board, constitutes a quorum for the transaction of the business of the Association at the Annual Business Meeting.

ARTICLE X — DISTRICTS & CHAPTERS

Section 1. CAPMT is organized into geographical Districts, all of which must have at least one Chapter. All CAPMT members must belong to a chapter and all chapters belong to a district, with the exception of Collegiate Members and Collegiate Chapters.

Section 2. A District or Chapter is considered an integral part of the State Association. As such, the Constitution and Bylaws of a District or Chapter shall not be incompatible with the Constitution and Bylaws of the State Association.

Section 3. Any established music association in California may be recognized as an affiliated or allied association of CAPMT by fulfilling the requirements of the Bylaws.

ARTICLE XI — FISCAL YEAR

Section 1. The fiscal year shall conform to that of Music Teachers National Association, Inc., which currently begins on July 1 and ends on June 30.

ARTICLE XII — CONSTITUTION AND BYLAWS

Section 1. The CAPMT Constitution and Bylaws shall be printed and distributed to the Membership annually.

ARTICLE XIII — AMENDMENTS

Section 1. This Constitution may be amended at any Annual Business Meeting by a quorum vote, written notice of the proposed amendment(s) having been submitted to the membership at least thirty days prior to the meeting.

Section 2. Upon recommendation of the Board of Directors, the Constitution may be amended by a quorum vote through written ballot mailed with a copy of the proposed amendment to all Active Members.

Section 3. Amendments may be proposed by the Executive Board, Board of Directors, or upon petition of no fewer than two percent of Active Members, having been submitted to, and approved by, the Board of Directors.

ARTICLE XIV — DISSOLUTION

Section 1. Upon dissolution of this corporation and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund or foundation which is organized exclusively for charitable purposes and has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code, namely the Music Teachers National Association, Inc.

Section 2. In the event of the dissolution of a District, all funds shall revert to the CAPMT treasury. In the event of dissolution of a Chapter, all funds shall revert to the District treasury.

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CAPMT BYLAWS

ARTICLE I — GOVERNMENT

This corporation is governed by its Constitution and these Bylaws, and shall not conflict with the Articles of Incorporation filed with the State of California or the Bylaws of Music Teachers National Association, Inc. Amendments to the Constitution and/or Bylaws shall become binding on the Association.

ARTICLE II — MEMBERSHIP

Section 1. The following membership categories are open to those who meet the respective qualifications and pay the requisite dues, as specified:

- a) ACTIVE MEMBERSHIP shall be open to all individuals professionally engaged in any field of music upon payment of CAPMT and MTNA dues. Such membership provides the privileges of participation in the activities of the Association, attendance at meetings, holding office, voting and receiving subscriptions to the American Music Teacher, CAPMT publications (CAPMT Connect), CAPMT Handbook and such communications as may be issued from the State and National offices.
- b) COLLEGIATE MEMBERSHIP shall be open to all currently enrolled full-time college music students upon payment of CAPMT and MTNA dues. Collegiate members shall be entitled to the same privileges as Active members, and may enter students in CAPMT programs, but shall not have the right to vote, hold elective office or enter students in MTNA competitions.
- c) PATRON MEMBERSHIP shall be open to all individuals and businesses who wish to support the programs of the Association, upon payment of CAPMT dues. Patron members shall be entitled to attend programs of the Association and to receive official Association publications, but shall not have the right to vote or hold office.
- d) INSTITUTIONAL MEMBERSHIP shall be open to those institutions that have an interest in furthering the mission of CAPMT/MTNA, upon payment of the requisite dues. Institutional members shall receive the official Association publications, but shall not have the right to vote, hold office or enter students in CAPMT/MTNA programs. However, the music executive who has paid CAPMT and MTNA dues shall have all the rights and privileges of Active Membership.
- e) CORPORATE MEMBERSHIP shall be open to those businesses or corporations who have an interest in furthering the mission of CAPMT/MTNA, upon payment of the requisite dues. Corporate members shall receive the official Association publications, but shall not have the right to vote or hold office.
- f) HONORARY LIFE MEMBERSHIP in CAPMT, without fee, may be granted at the discretion of the Board of Directors, with all the privileges of Active Membership, upon payment of MTNA dues (only).

Section 2. Members in good standing who have attained the age of sixty-five years, and who have been Active Members for a minimum of five years immediately preceding application for special billing, shall be assessed one-half the regular amount of State dues required for Active Membership.

Section 3. MEMBERSHIP YEAR is the same as the FISCAL YEAR (Constitution, Article XI); it begins on July 1 and ends June 30.

Section 4. MEMBERSHIP DUES are due by June 30 each year, after which date members are not in good standing nor entitled to any of the privileges of membership.

Section 5. The current MTNA membership card shall certify membership in the Association.

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Section 6. NEW MEMBERSHIP dues received after April 1 shall be applied to the ensuing membership year, beginning July 1.

Section 7. TERMINATION OF MEMBERSHIP for nonpayment of dues is automatic. Dues become delinquent 60 days after the annual renewal date. A member in good standing may resign from the Association by submitting a letter to the President. No dues refund will be given. A person's membership may be revoked for cause, other than nonpayment of dues, by a two-thirds ballot of the Board of Directors. Such person may subsequently appeal to the Board for reconsideration. No dues refund will be given.

Section 8. REINSTATEMENT: A member in good standing who resigned or who allowed dues to lapse, may reactivate his/her membership by requesting such action and paying current dues.

ARTICLE III — DUTIES OF OFFICERS

Section 1. The President shall serve as the official representative for all activities of the Association, call and preside at meetings of the Executive Board and Board of Directors, and appoint all standing and special committee chairmen and staff. The President shall serve as a member ex-officio without vote on all committees except the Nominating Committee. He/she shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

Section 2. The Vice President, Districts and Chapters, is responsible for activities of the District Directors, Chapters, Collegiate Chapters and Independent Music Teachers Forum.

Section 3. The Vice President, Student Programs, Competitive, is responsible for the CAPMT competitive programs including Concerto Competition, Contemporary Music Competition, and Honors Competition, and shall execute such other duties as assigned by the President.

Section 4. The Vice President, Student Programs, Non-Competitive, is responsible for the CAPMT non-competitive programs including Ensemble Auditions and Vocal Ensemble Auditions, Piano Auditions, and Student Evaluations, and shall execute such other duties as assigned by the President.

Section 5. The Vice President, Conferences, is responsible for all matters pertaining to the Annual Conference, and shall execute such other duties as assigned by the President.

Section 6. The Vice President, Membership, is responsible for promoting membership in the Association, for promoting National Certification of members, for overseeing CAPMT publications (CAPMT Connect) and the CAPMT Handbook, and shall execute such other duties as assigned by the President.

Section 7. The Recording Secretary maintains all records of the Association, records the minutes of all Board meetings, regular and special, and records all actions taken by the Executive Board and Board of Directors.

Section 8. The Treasurer/Secretary is responsible for the maintenance of proper financial records and submission of IRS required forms, including annual tax preparation, and for preparation of Quarterly and Annual Reports and all records for the annual audit. The Treasurer/Secretary shall deposit all monies in the name of the Association with such depository as authorized by the Executive Board, and shall pay all bills upon approval by the President or Executive Board. The Treasurer/Secretary shall rebate monies due to the Districts/Chapters from student programs. Funds shall be paid by either automated bill pay through bank or by check signed by two of three authorized officers: Treasurer/Secretary and President or another officer designated by the Board.

Section 9. The President-Elect will assist the President in the performance of his/her duties, and shall execute such other duties as assigned by the President.

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Section 10. The Immediate Past President shall serve for the purpose of maintaining consistency and continuity from one Board's term to the next and execute such other duties as requested by the President.

Section 11. The Members-at-Large will assist other officers and directors as needed, and will serve on committees as requested by the President.

Section 12. The District Directors will serve as administrators. They will oversee all the Chapters within their District and be responsible for the proper functioning of the Chapters.

Section 13. In the absence of the President, the President-Elect shall preside. In the absence of the President and President-Elect, a Vice President, as determined by the Executive Board, shall preside.

Section 14. Any member of the Board of Directors may resign at any time by submitting written notice to the President of the Association.

ARTICLE IV — COMMITTEES

Section 1. Standing Committees/Chairs are: Arts Awareness and Advocacy, Advertising and Promotion, Collegiate Chapters, Independent Music Teachers' Forum (IMTF), Certification, Commissioned Composer, MTNA Foundation, Membership Chair, Publications Editor (CAPMT Connect) and Parliamentarian.

Section 2. Special committees are: Audit, Endowment, Finance, and Nominating.

Section 3. Programs Chairs are: MTNA Competitions and Coordinators, Concerto Competition, Contemporary Competition, Honors Competition; Ensemble Auditions, Piano Auditions, Student Evaluations, Northern Festival and Southern Festival.

Section 4. There shall be such other Standing, Special and Program Committees as the Executive Board shall determine necessary to carry out the programs and policies of the Association.

Section 5. All committees/chairs shall report at least once per year to the Board of Directors.

Section 6. The Audit Committee shall consist of one member of the Board of Directors, and two other Active Members appointed by the President. None of the members should be on the Finance Committee, or have authority over the bank accounts. The Audit Committee is responsible for an annual audit to be submitted to the Board of Directors at its first meeting following the close of each fiscal year. The Treasurer shall serve as an ex-officio member only, without vote.

Section 7. The Endowment Committee shall consist of the President-Elect, Treasurer/Secretary and two Active Members appointed by the President, and shall be responsible for the promotion and administration of the Endowment Fund. The five appointees shall serve staggered two-year terms.

Section 8. The Finance Committee shall consist of the Treasurer/Secretary as Chair, the President, the President-Elect and one Active Member not on the Board of Directors, appointed by the President. The Committee shall submit an annual budget proposal to the Executive Committee at the spring meeting.

Section 9. The Nominating Committee shall consist of one member of the Executive Board and one Representative from each District appointed by the State President. The Committee shall convene not later than three months prior to the Annual Meeting every second year to prepare a report, with one candidate listed for each office.

ARTICLE V — ELECTIONS

Section 1. At the Annual Meeting every second year, the Nominating Committee shall present the names of candidates for the offices of President, President-Elect, five Vice Presidents, Recording Secretary, Treasurer/Secretary, two Members-at-Large and District Directors.

Section 2. The slate of candidates shall have been published for the general membership at least thirty days prior to the Annual Meeting.

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Section 3. Additional nominations may be made from the floor at the Annual Meeting, provided the consent of the nominee has been obtained.

Section 4. A majority of votes cast shall be necessary for the election to any office. In the event of no clear majority, there shall be a run-off vote by written ballot between the two candidates receiving the highest number of votes.

Section 5. The President shall appoint tellers prior to the Annual Meeting. They are responsible for distributing, collecting and counting ballots, and reporting the results to the Recording Secretary.

Section 6. The newly elected Board of Directors' term of office shall begin the 1st of July following the Annual Meeting at which they are elected.

Section 7. All files pertaining to any office must be transferred to the new officers within thirty days of the completion of term and responsibilities.

ARTICLE VI — DISTRICT/CHAPTER ORGANIZATION

A. Organization

Section 1. CAPMT is organized into geographical Districts all of which must have at least one Chapter.

- a) The District is an integral part of the State organization and the Chapter is an integral part of the District and State organization. As such, all members must be members of CAPMT and MTNA (Music Teachers National Association, Inc.)
- b) All CAPMT members must belong to a chapter with the exception of Collegiate members.
 - 1) There will be no "at-large" members unaffiliated with a Chapter.
 - 2) It is not possible to hold membership in a District without being a member in a Chapter.
- c) All Chapters must belong to a District with the exception of Collegiate Chapters.
- d) The District will not function as a Chapter.

Section 2. The establishment of new Chapters must be in accordance with the State approved procedure and adhere to the following steps.

- a) A letter of intent to form a new chapter must be submitted to the CAPMT Vice President of Districts and Chapters, with a copy to the District Director, prior to applying to MTNA.
 - 1) The letter must express viable rationale for the formation of the new chapter, including names of future officers, financial status, number of potential members, growth projection, and geographic location.
 - 2) The Vice President of Districts and Chapters will consult with the District Director to confirm the viability.
- b) The new Chapter submits an application to MTNA.
- c) The CAPMT Executive Board approves the new Chapter.

Section 3. Districts and Chapters must conform to the following requirements:

- a) Districts and Chapters shall have Bylaws which shall not be incompatible with the Constitution and Bylaws of the State Association and which will be approved by the CAPMT Board of Directors.
- b) Two copies must be filed with the CAPMT Recording Secretary.
- c) Any subsequent changes in the District or Chapter Bylaws must be approved by the CAPMT Board of Directors and filed with the CAPMT Recording Secretary.

Section 4. The purpose of the District shall be to advise and guide the Chapter officers, coordinate the Chapters, represent them on the State Board of Directors and be the conduit for information at the State and National levels.

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B. Administration

Section 1. At the District level, there shall be only one leadership position, that of District Director.

Section 2. The District Director shall serve on the State Board of Directors, will represent all the Chapters within that District and will report directly to the State Vice President of Districts and Chapters.

Section 3. The District Director will have the highest authority within the District.

Section 4. District Directors will work to increase the number of Chapters within the District.

Section 5. A District Director may concurrently serve as a Chapter President.

Section 6. Chapters shall be governed by their own officers and State approved bylaws. Chapters shall be responsible for planning and conducting all the activities within the district. All Chapters must regularly submit reports to their District Director.

Section 7. Existing Districts without Chapters will be required to form at least one Chapter with the intent to form additional Chapters as needed.

C. Functions

Section 1. The Districts and Chapters are responsible for the promotion of membership and participation in CAPMT's programs and activities at all levels

Section 2. Financial

- a) All dues will be collected by MTNA in conjunction with national and state dues.
- b) Chapter dues will be determined by each individual Chapter.
- c) Chapters will receive the membership rebates from MTNA.
- d) The District will have no need for and will receive no income.
- e) The District Director, in consultation with the Chapter Presidents, will determine which Chapter will host each of the State Student Programs. The host Chapter will receive the pertinent Student Program rebates.

- f) Chapters may add a surcharge if there is the need for income in addition to the membership rebates and Chapter dues. This surcharge will be the sole and exclusive responsibility of the Chapter, independent of the State and National administrations.

Section 3. CAPMT State Programs

- a) CAPMT Non-competitive State programs may be held within a single Chapter.
- b) CAPMT Competitive State programs, with the exception of the Concerto Competition, shall begin by determining a District level winner for each category. One Chapter will be selected to host the competition which will be open to all Chapters within the District. The District winners for each category will advance to the State finals. Regardless of the number of Chapters within a District, there will be only one winner per category to represent the District at the State finals.

Section 4. CAPMT State Student Programs will occur during the fall and winter months. State Finals will occur during the spring months.

ARTICLE VII — AMENDMENTS

Section 1. These Bylaws may be amended by the Executive Board at any Board meeting by a majority vote of members present and voting, the proposed amendment(s) having been submitted to the Executive Board at least twenty-four hours in advance of the meeting.

Section 2. Upon recommendation of the Executive Board, these Bylaws may be amended by a unanimous vote via mail/email ballot to the Board of Directors. The ballot and proposed amendment(s) must be submitted to the Board of Directors at least thirty days in advance of the required return date. The date for return must be clearly stated on the ballot.

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Section 3. Amendments may be proposed by the Executive Board, Board of Directors, or upon petition of no fewer than two percent of Active Members, having been submitted to the Board of Directors.

Bylaws revised: October 23, 2015

Amended: January 29, 2016