

Alabama Music Educators Association
Alabama Orchestra Association

By-Laws

Written March 12, 1977
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Revised February 8, 2005
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Revised February, 2011
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Article I. Name

Section 1. This organization shall be known as the Alabama Orchestra Association.

Article II. Purpose

Section 1. The purpose for which the Alabama Orchestra Association (“the Corporation”) is organized are: to advance string education exclusively for charitable, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), or corresponding provision of any subsequent Federal Tax Laws; and to engage in activities relating to the aforementioned purposes.

- To foster a spirit of friendliness, fellowship, and cooperation among people interested in string playing and orchestra development throughout Alabama
- To develop a comprehensive program that will be of musical and educational benefit to string teachers, parents, and students.
- To provide a common meeting ground and a clearing house for an exchange of ideas and methods that will stimulate orchestra development in Alabama.

Article III. NONPROFIT STATUS

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of any member or other private individual within the meaning of Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal Tax Law. Except that the corporation 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 Article II. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 2. None of the property of the Corporation shall be distributed directly or indirectly to any member of the Corporation or other individual.

Section 3. In the event of liquidation of the Corporation, any assets then remaining shall be distributed among such organizations as shall qualify at the time as exempt organizations described in Code Section 501(c)(3) as the Officers shall determine.

Section 4. The Corporation shall not engage in any transaction or do or permit any act or omission which shall deprive it of its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal Tax Law. Notwithstanding any other provisions of these Articles, The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

ARTICLE IV. PRIVATE FOUNDATION CONDITIONS

Section 1. If at any time the Corporation is or becomes a private foundation as defined in section 509 of the Code, the following additional limitations on the Corporation's activities shall apply:

1) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future Federal Tax Code.

2) the Corporation will not engage in any act of self dealing as defined in Section 4941(d) of the Code, or corresponding section of any future Federal Tax Code.

3) the Corporation will not retain any excess business holdings as defined in Section 4943 (c) of the Code, or corresponding section of any future Federal Tax Code.

4) the Corporation will not make any investments in such manner as subject it to tax under section 4944 of the Code, or corresponding section of any future Federal Tax Code.

5) the Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code, or any corresponding section of any future Federal Tax Code.

6) the Corporation shall not participate in, or intervene in (including publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

7) the Corporation shall not make any expenditures to influence legislation.

The Corporation shall do any and all lawful things which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the aforesaid purposes and powers of the Corporation and shall exercise all powers possessed by Alabama corporations of similar character, including but not limited to the power to own, invest in, receive, hold, use lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

Article V. Affiliation

Section 1. This Corporation shall function as a division of the Alabama Music Educators Association (hereinafter AMEA), and affiliate of the National Association for Music Education (hereinafter NAFME). Membership in the NAFME automatically entitles one to membership in the AMEA and the Alabama Orchestra Association (hereinafter AOA or "the Corporation".)

Article VI. Districts

Section 1. The members of the AOA will be divided into seven districts, which shall include the following counties:

- **Northern District:** Colbert, Franklin, Jackson, Lauderdale, Lawrence, Limestone, Madison, Marshall, Morgan
- **East Central District:** Calhoun, Cherokee, Clay, Cleburne, Dekalb, Etowah, Randolph, St. Clair, Talladega
- **Central District:** Blount, Cullman, Fayette, Jefferson, Lamar, Marion, Shelby, Walker, Winston
- **West Central District:** Bibb, Choctaw Dallas, Greene, Hale, Marengo, Perry, Pickens, Sumter, Tuscaloosa
- **South Central District:** Autauga, Chilton, Coosa, Chambers, Elmore, Macon, Montgomery, Lee, Russell, Tallapoosa
- **Southwest District:** Baldwin, Butler, Clarke, Conecuh, Escambia, Lowndes, Mobile, Monroe, Washington, Wilcox
- **Southeast District:** Barbour, Bullock, Coffee, Covington, Crenshaw, Dale, Geneva, Henry, Houston, Pike

Article VII. Membership

- Section 1. Membership in the AOA shall be in one of the following categories: active or honorary.
- Section 2. Active membership shall be open to all persons actively engaged in string and orchestra development in the state of Alabama
- Section 3. Honorary membership may be conferred upon individuals supportive of string and orchestra development in the state of Alabama by nomination and election of the AOA. They shall have no voting privileges.
- Section 4. Active membership dues shall be the current NAFME amount. Dues will cover membership in the NAFME, AMEA, and AOA. Dues for active members should be sent directly to NAFME.
- Section 5. Dues for honorary members are the same as dues for active members, and include the same benefits. Dues for honorary members are paid by the AOA.
- Section 6. Dues for active and honorary members are paid on an annual basis and must be renewed with MENC on the expiration date. AOA shall be responsible for the renewal of dues of honorary members.
- Section 7. Only active members in good standing shall have a vote at the annual meeting and all other business meetings of the AOA.

Article VIII. Officers

- Section 1. The officers of the AOA shall be a President, a Vice-President/President-Elect, a Secretary, and a Treasurer. At the meeting held during the AMEA Conference in even-numbered years, the Executive committee shall present a slate of nominations for these offices to the general membership. Other nominations from the floor will be accepted at this time. Elections for these officers shall be held at the membership meeting held during All State Festival, and these officers shall enter upon the duties of office on June 1 of even-numbered years.
- Section 2. The term of office for all officers shall be two years.
- Section 3. The President shall be paid a monthly stipend, with the amount of this stipend to be determined annually by the general membership of the Association. The stipend shall never exceed the compensation paid by similarly situated taxable or tax-exempt organizations for similar services.
- Section 4. In addition to the officers noted in Section 1, the AOA shall employ an Executive Director. The application procedures for the Executive Director position shall be outlined by a hiring committee comprised of the AOA Executive committee. The length of the Executive Director's contract with the Association shall be determined by the AOA Executive committee. The Executive Director shall be paid a monthly stipend, with the amount of this stipend to be determined by the general membership of the Association, and reviewed on an annual basis during the term of the contract. The stipend shall never exceed the compensation paid by similarly situated taxable or tax-exempt organizations for similar services.

Article IX. Duties of Officers

- Section 1. The President shall preside at all meetings of the AOA and the Executive committee; enforce due observation of the By-Laws and any standing rules; exercise a general supervision over the affairs of the AOA; with the concurrence of the voting members of the Executive Committee, have the power to make emergency decisions; and appoint all committees not otherwise provided for. The President shall provide the legal signature when documents require the signature of the President or CEO. The President shall represent the AOA in all matters pertaining to its relationship with the AMEA and shall be responsible AMEA Conference, and the All-State Orchestra Festival. The President shall also provide the mailing address for the AOA and serve as ongoing point of

contact via phone and internet for persons wishing to communicate with AOA. The President shall also oversee current website information and send updates as needed.

Section 2. The Vice-President/President-Elect shall be in charge of the preparation and conduct of all events and activities of the AOA as charged by the President or the Executive Committee, and shall assume the duties of the President in the absence or disability of the President.

Section 3. The Secretary shall keep a record of the proceedings of meetings of the AOA and the Executive committee, and shall keep a record of the current membership. The Secretary shall handle all correspondence as required by the President or the Executive Committee.

Section 4. The Treasurer shall oversee the financial operations of the Association, working with the Executive Director to maintain financial accountability. The Treasurer shall provide the legal signature when documents require the signature of the Treasurer or CFO. The Treasurer shall present written financial reports at all AOA general membership meetings, which shall be prepared in cooperation with the Executive Director. The financial report presented at the AOA's annual meeting shall constitute the annual audit of the AOA's books.

Section 5. The Executive Director shall be responsible for the general operations of the Association, including activities related to the Alabama Music Educators Association Conference and the Alabama All-State Orchestra Festival. The Executive Director shall assume all duties as directed by the executive committee of the AOA, including but not limited to:

- a. the day-to-day financial operations of the Association, including accounts receivable and payable, maintenance of accounts, and preparation of financial reports;
- b. all travel arrangements for guest artists and AOA Executive committee members pertaining to the above events, and any other events;
- c. the purchase of all necessary items for the successful presentation of the above events, and any other events, including medals, snacks, gifts, etc.
- d. all arrangements for service providers for the above events, and any other events, including photographers, recording services, and vendors;
- e. the keeping of all records for the proceedings of the AOA, including minutes of meetings, financial reports, by-laws, meeting agendas, and historical documents;
- f. all arrangements for exhibitors for the Alabama All-State Orchestra Festival;
- g. site management as required for above events, and any other events; and
- h. maintain a consulting contract between the AOA and the Executive Director which will be reviewed annually
- i. provide the Registered Office for the Corporation for legal purposes.
- j. Serve as the Registered Agent for the Corporation for legal purposes
- k. With the approval of the Executive Committee, the Executive Director may provide a signature as duly directed responsible party if signature of a specific Officer is not required
- l. other duties as assigned.

Article X. Executive Committee

Section 1. The affairs of the Corporation shall be managed by its Executive Committee who are referred to herein as the Executive Committee.

Section 2. There shall be an Executive Committee consisting of the elected officers of the AOA and the Immediate Past President of the AOA. The Executive Director shall attend all Executive committee meetings, but will not have any voting powers.

Section 3. The members of the Executive Committee may call for the District Chairs or Chairs of the active Committees to be present at Executive Committee meetings. Otherwise, these shall be closed meetings, with minutes provide to the general membership of the AOA.

Section 4. In the event of a vacancy of the offices of Vice-President/President-Elect, Secretary, or Treasurer, the members of the Executive Committee shall have the responsibility to appoint an individual to fill this vacancy until the next scheduled election.

Section 5. The Executive Committee may, with a three-quarters vote, recommend the removal of any member of the Executive Committee, any District Chair, or any Committee Chair. This recommendation shall come before the general membership of the AOA in the form of a motion. It must be approved by the general membership by a three-quarters vote of the members present.

Section 6. The location of the Executive Committee meeting shall be determined by the Officer calling such meeting. The location may also include audio conferencing or electronic media as long as the format is approved by all participating Officers.

Section 7. Executive Committee meetings will be held prior to the annual meeting and at any time called by the President, Vice President or two of the three other voting members of the Executive Committee.

Section 8. Notice of Executive Committee meetings will be delivered by the calling party, by mail, email or phone, or personal communication not less than 24 hours before the meeting is scheduled unless all participating parties consent to less than 24 hour notice.

Section 9. Members of the Executive Committee shall not receive financial compensation except for the Presidential stipend which is for additional services rendered.

Article XI. District Chairs

Section 1. The District Chairs shall promote the interests of their districts; make recommendations to the Executive Committee regarding the AOA and its administration; organize and administer district festivals, contests, and/or meetings; disseminate information and organize and conduct auditions for the All-State Festival; and compile lists of prospective members in their districts and forward them to the Secretary no later than September 1 each year. The District Chairs shall attend all meetings of the AOA, or provide for their districts to be represented at said meetings.

Section 2. The District Chairs may, at their discretion, appoint a District Vice-Chair, who shall assist the District Chairs with their duties, including representing the District at state meetings.

Article XII. Meetings

Section 1. The AOA shall meet a minimum of twice yearly. The annual meeting of the AOA shall be held at the AMEA Conference. Another meeting of the AOA shall be held at the All-State Festival. Other meetings shall be called as needed.

Section 2. Business meetings of the AOA shall be closed meetings, open only to members in good standing and invited guests of the Executive Committee.

Section 3. Members present shall constitute a quorum.

Section 4. The Executive Committee may designate any place, either within or without the State of Alabama or may opt for audio or electronic conferencing as the place of meeting for any annual meeting or for any membership meeting called by the Executive Committee. If no designation is made or if a membership meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Alabama provided, however, that if a majority of the members shall meet at anytime and place either within or without the State of Alabama, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Article XIII. Committees and Interest Groups

Section 1. The President may appoint such *ad hoc* committees as are needed for specialized tasks relating to the business of the Corporation. The duration and membership of such committees shall be determined by the appointed task. Such committees shall report to the Executive Committee.

Section 2. The Executive Committee may appoint Statewide Interest Group Chairs. They are responsible for advising the Executive Committee in planning events and for fostering communication among AOA members in the state who have like interests.

These groups can include but are not limited to:

- Private Studio Instructors
- Public School Instructors
- Private and home School Instructors
- Orchestra Parents
- Youth Orchestras
- Professional Musicians
- Higher Education Instructors
- Suzuki Instructors

Each Chair is asked to maintain a current roster of AOA members in good standing whose orchestra development activity coincides with their Interest Group, and to communicate with the general membership periodically by any method appropriate to the function.

Article XIV. Festivals

Section 1. All-State Orchestra Festival. The purpose of the All-State Orchestra Festival is to recognize the achievements of student orchestral musicians throughout the state of Alabama, and to give all student orchestral musicians the opportunity to perform music of the highest caliber with nationally-recognized music educators, providing the best educational and musical experience possible.

- a). A school music teacher, private studio instructor, or youth orchestra director that is in good standing with AMEA and NAFME must sponsor students.

Section 2. District Festivals. The purpose of District Festivals is to promote the goals of AOA at the District level. District Festivals may not be held within 30 days of a statewide AOA event. Each District Chair, with the help of the Executive Committee, is responsible for setting the time, place, and procedures for District Festivals.

- a). A school music teacher, private studio instructor, or youth orchestra director that is in good standing with AMEA and NAFME must sponsor students.

Article XV. District Solo & Ensemble Contests

Section 1. It will be the responsibility of the District Chair, with the assistance of and guidance from the Executive Committee to organize and administer any Solo & Ensemble contests within his/her District.

- a). A school music teacher, private studio instructor, or youth orchestra director that is in good standing with AMEA and NAFME must sponsor students.

Article XVI. Amendments

Section 1. The By-Laws of the AOA may be amended by a three-quarters majority of the membership present at any membership meeting. Any amendments must be presented in writing at a membership meeting and cannot be voted on until the next regular meeting after presentation. To meet emergency conditions the Executive Committee may make temporary changes in the By-Laws until the next regular meeting.

Section 2. At the request of the Executive Committee, and with the approval of a standard majority of the general membership, by-laws amendments presented at a membership meeting of the Corporation according to Section 1 may be voted on by mail. If a mail ballot is used, the general membership of the organization shall be sent:

- a copy of the current by-laws of the organization;
- the proposed amendments to the by-laws;
- a ballot appropriate for the voting process; and
- a self-addressed, stamped envelope for the return of the completed ballots.
- A deadline shall be established by the Executive Committee to return all ballots.
- A three quarters majority of the returned ballots shall carry the issue.
- Ballots shall be returned to the AOA Secretary, who shall tabulate the votes and report the results to the AOA President.
- The AOA President will then notify the general membership of the results of the ballot.

Section 3. By-Law amendments shall take effect immediately upon their approval by the general membership.

Article XVII. Parliamentary Authority

Section 1. ROBERT'S RULES OF ORDER NEWLY REVISED shall be the parliamentary authority for the AOA on all matters not covered by the AOA By-Laws.

Article XVIII. Ethics

Section 1. The Executive Committee shall act as an Ethics Committee for the AOA.

Section 2. The Ethics Committee shall be empowered to hold ethics hearings as necessary. The Committee shall have the authority to call before it any member of the AOA deemed to be in violation of AOA By-Laws or allegedly exhibiting unethical conduct.

Section 3. The Committee shall be empowered to issue reprimands or other appropriate punishment as it deems necessary.

Article XIX. Interested Directors and Officers

Section 1: CONTRACTS AND TRANSACTIONS

No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be entered into unless:

The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the members, and the members in good faith authorize the contract or transaction by the affirmative vote of two-thirds (2/3) of the disinterested members, even though the disinterested members be less than a quorum.

Common or interested members may be counted in determining the presence of a quorum at a meeting of the members. The Executive Committee is not empowered by these Bylaws to approve such a transaction, but shall refer such question to the members for a vote thereon.

Article XX. Fiscal Year

Section 1. The fiscal year of the Corporation shall be June one through May thirty one.

Article XXI. Miscellaneous

Section 1: CHOICE OF LAW

Any dispute arising under these Bylaws, or a member's membership in the Corporation, shall be determined and governed by the laws of the State of Alabama.

Section 2: HEADINGS

The captions and headings of these Bylaws are intended for convenience and reference only, do not affect the construction or meaning of these Bylaws and further do not inform a party of the covenants, terms, or conditions of these Bylaws or give full notice thereof.

Section 3: SEVERABILITY

Whenever there is any conflict between any provision of these Bylaws and any present or future statute, law, ordinance, or regulation contrary which would cause to invalidate such provision, the latter shall prevail, but in such event, the provision of these Bylaws thus affected shall be curtailed and limited to the extent necessary to bring it within the requirement of the law. In the event that any of the provisions of these By-Laws, or application thereof is declared to be invalid, illegal, unenforceable, inoperative or of no effect by any court of competent jurisdiction, the validity, legality and enforceability of the remaining provisions of these Bylaws, and any other application thereof, shall continue to apply with full force and effect and shall not in any way be affected or impaired thereby.