

## **CONSTITUTION**

### **INDIANA JAZZ EDUCATORS ASSOCIATION CONSTITUTION AND BYLAWS**

(Drafted July, 2011)

#### **Article 1 - Name**

This organization shall be known as the Indiana Jazz Educators Association, hereinafter referred to as IJEA or the Association.

#### **Article 2 - Purpose**

The IJEA is organized and operated exclusively for literary and educational purposes 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. The purpose of the IJEA shall be to advance music education, and in specific furtherance thereof:

1. To foster and promote the education, performance, scholarship and appreciation of jazz in Indiana;
2. To provide leadership related to curricular resources, performance and pedagogy for jazz educators throughout the state;
3. To disseminate educational and professional news of interest to music educators;
4. To assist in the administration and/or promotion of significant jazz events such as festivals, honor bands and teaching clinics;
5. To cooperate with all organizations dedicated to the development of musical culture.

#### **Article 3 - Membership**

All individuals or entities residing or operating in Indiana or the surrounding states are eligible for membership in the IJEA.

#### **Article 4 - Officers**

The Board of Directors, which shall be known as the Executive Board, shall be the legal representative of the IJEA and as such shall have, hold and administer all property, funds and affairs of the IJEA. The Executive Board shall be comprised of four (4) officers: President, Past-President, Vice-President, Secretary, and Treasurer. The duties of each office shall be defined in the Bylaws.

In addition to the Board of Directors as set forth above, the Bylaws may designate any number of appointed, "Ex-officio" members of the Board of Directors with such offices and duties defined therein. Such appointed members will be considered to be part of the Executive Board, and their votes shall carry the same weight as any Executive Board member. In any decision before the Board, the votes of the majority of the Executive Board shall determine the outcome of the issue.

#### **Article 5 - Elections**

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

#### **Article 6 - Disposition of Assets in Case of Dissolution**

In the event of dissolution or termination of the IJEA, the Executive Board shall, after payment of all the liabilities of the Association, dispose of any remaining assets in a manner that is exclusively for charitable, educational or scientific purposes as defined under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the court of proper jurisdiction exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes.

#### **Article 7 - Amendments**

This Constitution may be altered or amended by an approving vote of two-thirds of those members who cast ballots by mail. Ballots and necessary supporting information shall be mailed at least sixty (30) days prior to the close of voting to all members of record who are eligible to vote. Such closing date shall be designated by the Executive Board and printed on the ballots. Proposed amendments to this Constitution may be initiated by the Executive Board or by a petition signed by ten percent (10%) of the membership.

#### **Article 8 - Bylaws**

The Association may make and alter Bylaws consistent with the provisions indicated heretofore and in accordance with the provisions stated or provided for in the Bylaws of the Association.

### **Article 9 - Private Property**

Individual members of this Association shall not be personally liable for Association debts.

### **Article 10 - Private Gain and Political Activity**

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members or officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2. Board members shall not be paid for their services to the IJEA, but may be reimbursed for travel expenses and the like. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **Article 11 - Dues**

Dues for membership shall be determined by the Executive Board of the IJEA.

### **Article 12 - Meetings**

Each fiscal year, there shall be at least two official meetings of the Executive Board with a quorum present. There shall be at least one meeting of the Membership each fiscal year. The meetings of the Executive Board and/or the general membership shall be held at such time and place as shall be designated by the President with the approval of the majority of the Board. All members shall be notified either by e-mail or through an Association publication of general circulation at least 30 days in advance of the meeting. Special meetings may also be called by written request from four (4) members of the Executive Board with the provision that thirty (30) days notice be given as prescribed above. Minutes shall be taken at all official meetings and shall be made available upon request to the membership in a timely manner.

## **BYLAWS**

(Drafted July, 2011)

### **Article 1 - Duties of Officers of the Executive Board**

#### **A. Duties of the President**

1. Provide executive leadership for the Executive Board and for the membership to ensure that all provisions of the Constitution and Bylaws as well as the mission and purpose of the organization are carried out.
2. Propose an annual budget for approval by the Executive Board.
3. Provide leadership in strategic planning for the organization.
4. Plan agendas for, make timely announcements of, and preside over meetings.
5. Act as representatives and liaison with other educational, arts, news and professional organizations in the state.
6. Maintain an archive of all important business and activity conducted by the organization including especially the minutes of all meetings, the financial and historical records, records of important correspondence and newsletters. Assure that all such records are gathered from the Treasurer and other officers at the conclusion of terms of office and transmitted to new officers. All of these items are to be kept in a single location by the President and are to be given to the President-Elect upon taking over the office of the President.
7. **Maintain a working mailing address.**
8. Make recommendations to the Executive Board concerning the appointment of members to standing and ad hoc committees.
9. Approve expense reports of the Treasurer.

#### **B. Duties of the Past-President**

1. Provide continuity of leadership, historical perspective and advice to the President and to the Executive Board.
2. Assist the President and other members of the Executive Board in fulfilling their duties.

#### **C. Duties of the Vice-President**

1. Be prepared to assume the duties of the President in the absence of the President. Provide leadership for selected committees
2. Act as IMEA Representative. Oversee Indiana Music Educator's (IMEA) Conference activities involving the IJEA.
3. Collect membership information and provide it to the Secretary.
4. Maintain and oversee website and its resources.

#### **D. Duties of the Secretary**

1. Maintain a current membership roster from information provided by the Vice-President.
2. Record the minutes of all official meetings and provide minutes to members upon request in a timely manner.
4. Conduct official correspondence for the IJEA as may be requested by the President.
5. Maintain an additional archive of membership information, official minutes, official correspondence and assure that the archive is passed on to the succeeding Secretary through the President.
6. Annually submit Indiana Business Entity documents (including list of officers and financial statement) to retain non-profit status
7. Annually submit all required paperwork with the Secretary of State.

#### **E. Duties of the Treasurer**

1. Assure that all expenditures of IJEA funds over the amount of \$50 have the pre-approval of the Executive Board.
2. Collect and distribute funds. Maintain records that will substantiate the specific nature and purpose of all expenditures.
3. Maintain a checking account in the name of IJEA.
4. Prepare financial reports for meetings as needed.
5. Maintain an archive of financial information and assure that the archive is passed on to the succeeding treasurer through the President.
6. Approve all expense reports for all officers other than himself.
7. Assure that all website accounts (domains, fees, etc.) are paid and current.

#### **F. Duties of All Officers**

1. Attend all official meetings.
2. Approve budgets and financial expenditures and incomes.
3. Approve minutes of official meetings.
4. Approve appointments to standing and ad hoc committees.
5. Maintain continuous membership in IJEA.

#### **G. Qualifications of Officers**

1. All officers must maintain continuous membership in the IJEA from the time of their nomination to the end of their term.

#### **H. Terms of Office**

1. The President shall serve for four (4) years: two (2) years as President; and two (2) years as Past-President.
2. The Vice-President, Secretary and Treasurer shall each serve a two (2) year term beginning on July 1 of each odd year and ending on June 30 of each odd year.
3. The same person may concurrently hold both the offices of Secretary and Treasurer whenever deemed necessary or believed to be in the best interests of the Association.
4. Upon completion of a term of office, a member of the executive board may seek election to different position within the Association.

#### **I. Removal Procedure**

1. An officer is automatically removed from office if his/her IJEA membership lapses.
2. An officer may be removed from office for dereliction of duty.
3. An officer may be removed from office by a two-thirds vote of the membership who cast a ballot or by a two-thirds vote of the entire Executive Board.
4. An officer is automatically removed from office upon the completion of their term.

#### **J. Replacement Procedure**

1. If an office becomes vacant with less than a year remaining in the term, the Executive Board may elect an interim officer.
2. If an office becomes vacant with more than a year remaining in the term, a special election shall be scheduled at the earliest possible time.

## **Article 2 - Appointed Ex-officio Members of the Board of Directors**

### **A. Definition**

1. Ex-officio members of the Board of Directors shall be elected by a majority vote of the Executive Board.
2. Ex-officio members of the Board of Directors shall consist of the officers listed below; however, any office may remain vacant at the discretion of the Executive Board: All State Jazz Coordinator and Website Manager. These offices may be held in conjunction with any Executive Board position.

### **B. General duties of all Ex-officio members of the Board of Directors**

1. Maintain membership in the IJEA throughout their term of office.
2. Attend all meetings of the Board of Directors.
3. Attend as many general meetings of the IJEA as is practicable.
4. Vote at their discretion with an understanding that their votes are advisory to the Executive Board and not binding on the outcome of the issue being decided.

### **C. Term of office for Ex-officio members of the Board of Directors**

1. Ex-officio members of the Executive Board may serve any length of time at the pleasure of the Board; however, it is expected that such officers will serve a minimum of two (2) years.
2. Commencement of the term of office need not coincide with elections as prescribed in Article 3 below.
3. Term of office may be terminated by majority vote of the Executive Board at any time for any reason or by resignation of the officer at his/her discretion.

### **D. Qualifications and Duties of the All-State Jazz Coordinator**

1. Oversee the selection of All-State Jazz Ensemble and Combo directors
2. Maintain correspondence with local directors on all matters concerning the All-State Jazz auditions
3. Oversee the selection of appropriate audition repertoire and requirements for each instrument and work with Website Manager to make available on the website.
4. Make arrangements for audition locations, supervisors, and recording equipment.
5. Select expert adjudicators who will determine the All-State Ensemble membership.
6. Oversee local arrangements with the cooperation of IMEA including: Rehearsal rooms, rehearsal times, locations, etc.

### **E. Qualifications and Duties of the Website Manager**

1. Must have familiarity with and capability in website design and modification.
2. Assure that website contains material that is timely, attractive and of interest to IJEA members. Some content will be determined by vote of the Executive Board.

## **Article 3 - Elections**

### **A. Nomination Procedures**

1. By February 1st of each odd year, the Executive Board shall solicit outstanding candidates who are representative of the membership to run for the offices of President, Vice-President, Secretary/Treasurer and all Ex-officio positions. The Executive Committee shall assure that the nominations process is open and accessible to all active members
4. The Executive Committee shall attempt to create a ballot that offers at least two candidates for each office.
5. By April 1st of each odd year, the Executive Committee shall present a final slate of candidates for the ballot.

### **B. Voting Procedures**

5. By May 1st of each odd year, ballots shall be mailed to all active members as well as biographical information about each candidate and a statement from each candidate. The Executive Board shall assure that elections and the voting process is open and accessible to all active members. The Executive Board shall conduct a campaign to encourage all active members to indicate their support and participation by voting.
6. By June 1st of each odd year, all ballots shall have been returned to the Executive Committee for tabulation.
7. By June 15th of each odd year, results of the elections shall be announced.
8. By July 1st of each odd year, newly elected officers shall assume the responsibilities of their offices.
9. In event the same person holds both the positions of Secretary and Treasurer, that person's vote shall count as one vote.

**Article 4 - Amendment of Bylaws**

Any Association member may petition the Executive Board for the purpose of altering the Bylaws. Changes of the Bylaws shall require a majority vote of the Executive Board. The membership shall be informed of Bylaw changes according to the provisions set forth in Article 12 of the Constitution relative to meetings.

**Article 5 - Committees**

Special committees may serve during the term of the administration in which they are appointed or for such period as may be determined by the appropriate Executive Board. All committees are responsible to the President and the Executive Board.

**Article 6 - Publications**

The IJEA shall publish at least two newsletters each fiscal year. The newsletters may be mailed, e- mailed and/or published on the Association's website. Other educational materials may be published and distributed with the approval of the Executive Board.

**Article 7 - Fiscal, Administrative and Membership Year**

The fiscal, administrative and membership year shall be from July 1 through June 30.