

BYLAWS OF THE TEXAS MUSIC TEACHERS ASSOCIATION, INC.
ADOPTED JUNE 10, 1980, HOUSTON
AMENDED FROM 1982 - 2018

ARTICLE I. NAME

The name of this organization shall be Texas Music Teachers Association, Inc., hereafter known as TMTA or the Association.

ARTICLE II. OBJECT

The Association shall be organized and operated exclusively for educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. All activities of the Association shall be educational and shall be for the promotion of the art of music and the advancement of musical knowledge. The Association is not organized for profit and no part of its net earnings shall inure to the benefit of any individual or entity. The specific object of this permanent organization shall be:

1. To stimulate self-improvement in the membership.
2. To encourage support of all worthwhile musical activities which contribute to the cultural growth of our nation.
3. To further student knowledge and skill in the field of music.
4. To promote high standards in music education and performance.
5. To support Texas Music Teachers Educational Foundation, a permanent organization, whose purpose is to fund student awards.

ARTICLE III. MEMBERSHIP

SECTION 1. CLASSIFICATIONS OF MEMBERSHIP shall include: Active, Associate, Ancillary, Honorary, TMTA Student Affiliate, and MTNA/TMTA Collegiate.

A. ACTIVE MEMBERS shall be qualified persons residing in Texas engaged in the teaching of any branch of music for remuneration. Active members shall pay MTNA, TMTA, and local dues. They shall abide by the TMTA Bylaws. They may vote, hold office, and avail themselves of all opportunities offered by MTNA and TMTA.

Any MTNA member who transfers from another state shall be granted active membership in TMTA by reciprocity. All teachers who have transferred into TMTA will be required to uphold all of the membership requirements of the Association. Any teacher who retires after ten consecutive years of active membership may retain active status by payment of state and national dues.

B. ASSOCIATE MEMBERS shall be teachers who live outside Texas but teach pupils residing in the state. Persons engaged in music merchandising and persons interested in the art of music who are not engaged in teaching are eligible for associate membership. Associate members shall pay state and national dues and may avail themselves of all opportunities offered by MTNA and TMTA except that they may not vote or hold office. They shall abide by the TMTA Bylaws.

C. ANCILLARY MEMBERS shall be members of MTNA and TMTA but not affiliated with a local association. Ancillary members shall have all the privileges of active members. In order for their students to participate in SA activities, these members must join a local association. They shall abide by the TMTA Bylaws.

D. HONORARY MEMBERS shall be charter members, past TMTA presidents, and other individuals who have given distinguished service to TMTA or to the art of music. Honorary membership shall be conferred upon each retiring TMTA president. Other candidates for honorary membership who are not active members and who are recommended by the Executive Board may be accepted by a majority vote of members present at any general session having a quorum. Persons so recommended may avail themselves of all opportunities offered by TMTA except that they may not vote or hold office. Honorary members shall have all the privileges of active members. Honorary members do not pay state dues but have the option of joining MTNA by paying MTNA dues. Local associations have the privilege of bestowing honorary or life membership at the local level only. Such persons shall not be reported to the state and national associations unless they elect to pay national and state dues. They shall abide by the TMTA Bylaws.

E. TMTA STUDENT AFFILIATE members, hereafter known as TMTA SA, shall be students who are currently involved in regular music study. TMTA SA members must be studying with, and enrolled by, an MTNA/TMTA member teacher. Any student

participating in TMTA SA activities shall have paid SA dues. All TMTA SA members are eligible to attend the TMTA Convention and enter all TMTA SA activities upon payment of appropriate fees and meeting appropriate qualifications. TMTA SA members may not vote, hold office, enter their students in auditions or competitions, or apply for certification. Minimum and maximum age requirements for participation in TMTA SA activities may be set by the Student Affiliate Committee and Coordinators and shall be approved by the TMTA Board.

F. MTNA/TMTA COLLEGIATE membership shall be open to all college students currently involved in music study, who are also members of an affiliated association as defined in Article IV. Collegiate members shall be entitled to the same privileges as Active members, but shall not have the right to vote or hold office. They may enter students in TMTA competitions and events. Requirements for MTNA competitions are set by MTNA and do not allow Collegiate members to enter students in MTNA competitions.

SECTION 2. TERMINATION OF MEMBERSHIP

A person's membership may be terminated for cause, other than nonpayment of dues, by a two-thirds vote by ballot of the TMTA Board of Directors. The vote for termination shall occur only after the member complained against has been advised of the complaint so lodged and has been given reasonable opportunity to present information on his or her behalf. Such member, if membership is terminated, may appeal for reconsideration of the decision by the TMTA Board. In no event will a dues refund be given. Termination of membership for nonpayment of dues within the prescribed time period shall be automatic and not subject to any further procedure.

SECTION 3. CERTIFIED MEMBERSHIP

An active or associate member may become a Nationally Certified Teacher of Music by fulfilling the requirements for certification set forth by MTNA.

ARTICLE IV. AFFILIATION

SECTION 1. NATIONAL AFFILIATION

TMTA shall maintain affiliation with Music Teachers National Association, Inc. (MTNA), and shall operate in accord with the aims and purposes of the national association.

SECTION 2. AFFILIATION STATEMENT

In referring to its affiliation, each association shall use the phrase, "Affiliated with Music Teachers National Association and Texas Music Teachers Association." This specified phrase shall be included in the constitution and bylaws of all state and local affiliated associations, college chapters, and in all publications and programs.

SECTION 3. AFFILIATED ASSOCIATIONS

A. TMTA shall be authorized to establish local associations and collegiate chapters. These organizations are affiliated with MTNA through TMTA. All local associations that fulfill the requirements established by the TMTA Board of Directors may become and remain affiliated with MTNA and TMTA provided that one hundred percent (100%) of their members meet the requirements of MTNA Active or Collegiate membership.

B. Any organized group of music teachers may apply for affiliation with TMTA as a chartered local association by completing the application process as defined by MTNA and *TMTA Policies and Procedures*.

C. A local affiliated association as a unit may not affiliate with any state or national professional organization other than MTNA and TMTA. This does not prohibit a local association from affiliating with other organizations in local area cultural causes.

D. All changes in local association bylaws or constitution and bylaws shall be filed with TMTA official records. An electronic copy of the Association's yearbook shall be sent to TMTA. An association desiring to change its name shall notify the Immediate Past President of the new title as soon as it is voted on by the local membership.

E. All active, associate, and collegiate members of affiliated local associations or collegiate chapters shall meet the respective qualifications and pay the annual dues for their respective classification. All members of any association must pay national and state dues as well as any local dues assessed by the association.

F. Any local association whose membership drops below two qualified members paying local, state, and national dues, shall be placed on inactive status by the officers. An association may regain its affiliation by submitting the required information defined in the *TMTA Policies and Procedures* to the Immediate Past President.

SECTION 4. MTNA/TMTA COLLEGIATE CHAPTERS

A. Chapters shall be organized according to the rules set forth by MTNA bylaws and must have a sponsor or advisor who is an active member of MTNA and TMTA. Representatives of MTNA/TMTA Collegiate Chapters may be seated as non-voting members of the TMTA Delegate Assembly and should submit reports to the Delegate Assembly and the Executive Board. MTNA/TMTA Collegiate chapters, with the approval of their host institutions, may undertake joint projects or cooperate in mutually beneficial endeavors with a local association.

B. If MTNA/TMTA collegiate chapter members wish to enter their students in local student events, they must fulfill local requirements for regular active membership. MTNA/TMTA Collegiate members shall be entitled to the same privileges as Active members, but shall not have the right to vote or hold office. They may enter students in TMTA competitions and events. Requirements for MTNA competitions are set by MTNA and do not allow Collegiate members to enter students in MTNA competitions.

ARTICLE V. ANNUAL DUES

SECTION 1. Annual TMTA dues for all categories of membership shall be determined by the TMTA Board of Directors. Dues information shall be published in the member handbook and on the website.

SECTION 2. Annual TMTA dues for all categories of membership shall be due on the first day of the membership year.

SECTION 3. Dues are delinquent 60 days beyond the renewal date after which time members are not in good standing or entitled to any of the privileges of membership until dues are paid for the current membership year.

SECTION 4. Members in good standing who have attained the age of 70 years will be assessed 75 percent of the regular amount of state dues required for the active membership classification.

ARTICLE VI. FISCAL YEAR

The fiscal year shall be from October 1 through September 30.

ARTICLE VII. MEMBERSHIP YEAR

The TMTA membership year for all membership categories, except that of Student Affiliate membership, shall coincide with MTNA's fiscal year, which is July 1 to June 30. Student Affiliate membership year shall be October 1 to September 30.

ARTICLE VIII. EXECUTIVE BOARD: OFFICERS AND DIRECTORS

SECTION 1. The officers and directors of the Association shall be of three classes: elected, appointed, and automatic. These persons shall also constitute the board of the Texas Music Teachers Educational Foundation.

A. The elected board members shall be the President-Elect, Vice President for Business Activities, Vice President for Student Activities and eight Directors.

(1) The President-Elect and Vice President for Student Activities shall be elected by the general membership for terms of two years each and may not be re-elected to the same office.

(2) The Vice President for Business Activities shall be elected for a term of three years and may not be re-elected to the same office.

(3) Two Directors shall be elected annually by the general membership for terms of three years each. A Director may be re-elected to a subsequent three-year term after a period of at least two years. A Director may be nominated to serve on the Board as an officer immediately after serving as an elected director.

(4) One Director shall be elected annually by the Delegate Assembly for a term of two years and may not be re-elected by the Delegate Assembly at anytime. He shall not be

eligible for further service as a director on the Executive Board until after a period of at least two years.

B. The appointed director, who has Executive Board voting privileges, shall be the Certification Director. This MTNA Chair/TMTA Director shall be appointed annually for three consecutive years by the President with the approval of the Executive Board. He shall not be eligible for further service as a director on the Executive Board until after a period of at least two years.

C. The automatic officers with voting privileges shall be the President and the Immediate Past President. The automatic directors with voting privileges shall be the Chair of the TMTA Trustees and the Chair of the TMTEF Trustees.

D. An individual may be appointed by the President, with the approval of the Executive Board, to serve in a vacancy on the Board of Directors. A person, who has served a partial term as a replacement for a director, may be elected (or appointed in the case of Certification Director) to serve a full term of their own after completing the partial term.

SECTION 2. DUTIES OF OFFICERS, TRUSTEES AND DIRECTORS

A. Officers

(1) The President shall preside at the General sessions and meetings of the Delegate Assembly, the Executive Board, and the Officers. He shall appoint the Certification Director as well as committee chairs. He shall be responsible for the selection and oversight of MTNA/TMTA competition chairs. He shall have general supervision of the affairs of the Association. The President is an *ex officio* member of all committees except the Nominating Committee. He shall call meetings of any committee at his discretion or upon request of no less than six members of the Executive Board. He shall represent the Association at the National Conference. If any vacancy occurs among the directors or committee chairs during the year, the President, with the approval of the Executive Board, shall appoint a member of the Association to fill the unexpired term.

(2) The President-Elect shall assume all the duties of the President in the absence of that officer. She may perform such other duties applicable to the office as assigned by the

President and Board of Directors and prescribed by the parliamentary authority adopted by the Association.

(3) The Vice President for Business Activities shall perform duties assigned by the President or TMTA Board of Directors which are applicable to the office as prescribed by the parliamentary authority adopted by the Association. The VPBA shall be responsible for overseeing all financial activities of the Association. He, with assistance from the TMTA bookkeeper and auditors, shall provide periodic financial reports to the Board of Directors and the annual financial report.

(4) The Vice President for Student Activities shall serve as Chair of the Student Affiliate Committee and Coordinators. She shall recommend all personnel responsible for Student Affiliate and Convention activities for approval by the Executive Board. She shall have supervision over all student activities and be an *ex officio* member of all Student Affiliate and Convention student activities committees. She shall present an annual report to the Executive Board, to the SA Committee Coordinators, and to the Delegate Assembly.

(5) The Immediate Past President shall serve as an advisor to the President, and perform other duties assigned by the Board and applicable to the office as prescribed by the parliamentary authority adopted by the Association.

B. Trustees

The Trustees, acting with the TMTA Officers, shall oversee the conservation and increase of invested funds and make recommendations to the Executive Board for the best use of all monies in the trust of the Association.

C. Directors

Elected Directors shall serve as representatives to the Executive Board for the TMTA Chairs. The Directors may be assigned other specific duties by the President. The appointed Certification Director shall promote the Certification Program within the state.

ARTICLE IX. NOMINATION PROCESS

SECTION 1. NOMINATION OF OFFICERS, DIRECTORS, AND TRUSTEES

Eligibility of candidates shall be reviewed and determined by the Nominations and Elections Committee. If no candidate meets the criteria, eligibility shall be determined by the committee.

A. The slate of nominees for President-Elect, Vice President for Business Activities, and Vice President for Student Activities shall be prepared by the Nominations and Elections committee according to the procedures specified by the TMTA Policy and Procedure Manual.

1) Candidates for President-Elect shall have served a full term as one of the following

- (a.) VPSA
- (b.) VPBA
- (c.) Director
- (d.) Coordinator

2) Candidates for Vice President for Business Activities shall have experience as a director or chair. This term of office is for three years. This person shall be known as VPBA-Elect the first year of the three-year term.

3) Candidates for Vice President for Student Activities shall have served a complete term on an SA Committee and served on the Executive Board or a TMTA committee on the state level. Those positions may not be held simultaneously.

B. A vacancy in any elected office shall be filled by the President in consultation with the other officers and subject to the approval of the Executive Board. If the vacancy occurs in the Presidency, the Advisory Council of Past Presidents, along with the remaining officers shall determine the successor. Any officer selected in this manner shall be placed on the ballot for the next election and be duly elected by the membership. Write-ins shall be allowed. In the event of the death or resignation of the Immediate Past President, the office would be filled in a similar manner, but the appointment would stand to the fulfillment of the unexpired term.

C. A slate of nominees for two Directors to serve three-year terms shall be prepared by the Nominations and Elections Committee according to the procedures specified by the *TMTA Policies and Procedures*. The nominees shall have consented to serve and shall not represent an association from which any Director has been elected at either of the last two conventions. Nominees who are members of multiple associations must declare a local association for representation at the time of nomination.

D. Nominations shall be made from the floor of the Delegate Assembly for one Director to serve a two-year term. Nominees shall be Delegates in attendance at the Delegate Assembly and shall not have served previously as a director elected by the Delegate Assembly. They shall not represent an association from which any Director has been elected at either of the past two conventions, and shall have consented to serve if elected.

E. In even-numbered years, the Executive Board shall submit to the Immediate Past President nominees for election as a Trustee.

SECTION 2. ELECTION OF OFFICERS, DIRECTORS AND TRUSTEES

A. The Nominations and Elections Committee shall consist of two representatives elected from and by the Advisory Council of Past Presidents, three retiring directors from the Executive Board, and one TMTA member elected from the Delegate Assembly. They shall oversee the selection of candidates for nominees, the ballot creation, and the election process as defined in the *TMTA Policies and Procedures*.

B. Provision for Election of Trustees

In even-numbered years, a trustee shall be elected for a term of six years by vote of the Executive Board, the last two years of which the Trustee shall serve as Trustee chair and shall be a voting member of the Executive Board.

ARTICLE X. EXECUTIVE BOARD, OFFICERS AND ADVISORY COUNCIL OF PAST PRESIDENTS

SECTION 1. The Executive Board shall consist of the officers, directors, and trustee chairs. In order to emphasize and advance particular projects, the otherwise fully constituted Executive Board may elect one to three additional members chosen from chairs of committees not otherwise represented on the Executive Board for terms of one year each.

A. The Executive Board shall exercise general supervision and control of the association. A majority of the membership shall constitute a quorum.

B. Meetings of the Executive Board shall be held in conjunction with the annual convention.

C. Special meetings of the Executive Board may be called by the President, or upon the request of not less than six voting members of the Executive Board.

D. When special meetings are impractical, the President may submit items of business by electronic mail or by post to the voting membership of the Executive Board, requesting a vote by mail. The votes must be sent to a Past President for collection and the final tally will be sent to the Immediate Past President. The results will be read into the minutes at the next meeting. A majority vote of the Executive Board members shall determine the disposition of the business, provided that a sufficient number of votes have been received to account for a quorum of the Executive Board.

SECTION 2. The Officers shall consist of the President, President-Elect, Vice President for Business Activities, Vice President for Student Activities, Immediate Past President and Vice President for Business Activities-Elect (every other year).

A. Officer meetings shall be called by the President. Special Officer meetings may be called by the President upon request of not less than three officers.

B. The Officers shall have power to act between conventions when it is not possible to hold a meeting or poll the Executive Board. The Officers shall be responsible to the Executive Board. When actions of the officers are presented to the Executive Board, any board member may request information regarding their decisions. These include matters which affect TMTA membership as a whole, particularly in area of personnel and policy, whether monetary, substantive, or procedural.

C. The Officers may act on all business of the association except on matters involving the expenditure of more than \$1,500, or the nomination of officers or directors who, if elected, would serve on the Executive Board. Quorum for conduct of business shall be three members. Either the President or the President-Elect must be present.

D. The Officers are responsible for the appointment and retention of the TMTA staff, for establishment of a remuneration level, and for working conditions within guidelines established by the Executive Board and/or the Officers.

E. The TMTA staff shall be bonded.

F. A majority vote shall be required for any action.

SECTION 3. The Advisory Council of Past Presidents shall assist the Executive Board. The convener and representative on the Board shall be the Immediate Past President. Any member of the Advisory Council may attend meetings of the Board with advance notification to the President. A meeting of the Advisory Council shall be held in conjunction with the annual convention.

ARTICLE XI. COMMITTEES

SECTION 1. Standing and special committees shall be appointed by the President with annual approval of the Executive Board. Their tenure shall not exceed three years.

SECTION 2. The duties of the standing committee chair shall be found in leadership manuals presented to each chair.

SECTION 3. The President shall serve as an *ex officio* member of all committees except the Nominations and Elections Committee.

SECTION 4. If an appointed chair is not performing the duties of the office, the President may ask for his resignation. He may be removed with the approval of the Executive Board.

SECTION 5. Vacancies will be filled by appointment by the President and approval of the Executive Board.

ARTICLE.XII.TMTA STUDENT AFFILIATE COMMITTEE AND COORDINATORS

SECTION 1. The Student Affiliate Committee shall be made up of coordinators and chairs of the various Student Affiliate activities. The SA Committee shall be responsible for the execution of all duties pertaining to the administration of TMTA Student Affiliate. Each SA coordinator shall present to the SA Committee an annual report which shall be presented by the Vice President for Student Activities to the Executive Board.

SECTION 2. The Vice President for Student Activities shall serve as Chair of the Student Affiliate Committee. The VPSA shall recommend the members of the SA Committee to the Executive Board for approval.

Business of the association may be conducted electronically. The VPASA reports the proceedings and proposals of the SA Committee, bringing its motions to the board for information and approval on matters of procedure, curriculum, committee structure, and finance.

SECTION 3. Student Affiliate Coordinators have the primary responsibility for operation of Student Affiliate activities and shall be voting members of the SA Committee.

SECTION 4. All activities of the SA Committee are funded through the Texas Music Teachers Association.

ARTICLE XIII. CONVENTIONS

SECTION 1. The Association shall hold an annual convention at a site approved by the Executive Board. Notification and information shall be printed in the *Texas Music Teacher* and on the website.

SECTION 2. The Convention Steering Committee, chaired by the Convention Chair, shall abide by the policies outlined in the Convention Procedures Handbook.

SECTION 3. Honoraria or fees paid to guest performers or speakers must not exceed the annual budgeted amount unless approved by the Executive Board.

ARTICLE XIV. GENERAL SESSIONS

SECTION 1. General Sessions are scheduled assemblies at the annual convention open to members and guests at which business may be transacted by members and a program may be presented. The President shall preside, and the Immediate Past President shall take minutes.

SECTION 2. Ten percent of the voting members registered at the convention shall constitute a quorum.

ARTICLE XV. DELEGATE ASSEMBLY

SECTION 1. The purposes of the Delegate Assembly shall be:
A. To exchange reports of significant activities.

- B. To make recommendations to the Executive Board for the benefit of the Association.
- C. To receive confirmation of official actions by the Executive Board, Student Affiliate Coordinators, and the General Sessions.
- D. To elect annually one Delegate to serve a two-year term as a Director on the Executive Board.
- E. To annually elect one member to serve a one-year term on the Nominations and Elections Committee.

SECTION 2. The Delegate Assembly shall consist of the official representatives from each local association and all ancillary members.

- A. Each ancillary member has the privilege of attending as an official Delegate by writing his intent to the TMTA Office by May 15. Letters postmarked after that date shall not be accepted.
- B. Each local association shall be entitled to a minimum of two Delegates.
 - (1) An association with 51 through 100 members may have three Delegates; and correspondingly may increase its representation by one Delegate for each additional increment of 1 through 50 members.
 - (2) The number of members used to determine representation at the next convention shall be the number reported by the TMTA Office on October 31.
 - (3) Delegates having membership in more than one association may represent only one association at the Delegate Assembly. Local Associations shall authorize delegates to represent their association. These authorized delegates will register in person at the Delegate Assembly.

SECTION 3. The Delegate Assembly shall meet one or more times during the convention. The TMTA President shall preside and the TMTA Immediate Past President shall take minutes. In the absence of the President and the President-Elect, the Immediate Past President shall preside, appointing someone to take minutes.

- A. Meetings shall be open to any interested person as an observer, but only official Delegates shall introduce business, participate in discussion unless invited by the President, make nominations, or vote.
- B. Recommendations from the Delegate Assembly must be directed to the Executive Board.

ARTICLE XVI. PUBLICATION

SECTION 1. The Association shall provide an official publication, the *Texas Music Teacher*.

SECTION 2. The publication shall be distributed to all active, associate, ancillary, honorary, and MTNA/TMTA Collegiate members.

SECTION 3. The responsibility for the content and publication of the *Texas Music Teacher* shall belong to the editorial board in consultation with the officers.

SECTION 4. The Bylaws of the Association shall be published on the website.

SECTION 5. The *TMTA Policies and Procedures* shall be reviewed annually, distributed to leadership positions, and placed on the website.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the proceedings of the Association, except in such cases as are covered by the Bylaws and *TMTA Policies and Procedures*.

ARTICLE XVIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Texas Music Teachers Association shall, to the fullest extent to which it is empowered to do so by the Texas Non-Profit Corporation Act or any other applicable laws as may from time to time be in effect, indemnify every director, officer, or employee of the corporation against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation, or any settlement thereof, whether or not he is a director, officer, or employee at the time such expenses are incurred except in such cases wherein the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The

foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

ARTICLE XIX. DISSOLUTION

In the event of the dissolution of the Association for any reason, any funds or other assets of the Association remaining after settlement of the liabilities of the Association shall be contributed to the Music Teachers National Association Foundation, Inc. However, if such entity does not then qualify under the Internal Revenue Code of 1954, or is otherwise unable or unwilling to accept such contribution, the assets shall be distributed as the Executive Board determines to one or more organizations which qualify under Section 501(c) (3) of the Internal Revenue Code of 1954.

ARTICLE XX. AMENDMENTS

SECTION 1. These Bylaws may be amended at any General Session provided a quorum is present. A two-thirds majority of the votes cast shall be required to amend these Bylaws.

SECTION 2. A proposed amendment shall be submitted in writing to the Executive Board prior to being presented to the General Session. A proposed amendment shall be published, posted, or read aloud at a General Session at least 18 hours before action may be taken upon it.

**BYLAWS OF THE
TEXAS MUSIC TEACHERS EDUCATIONAL FOUNDATION, INC.
STATE OF TEXAS CERTIFICATE NUMBER 543622
FILED DECEMBER 22, 1980**

ARTICLE I.

The name of this corporation shall be Texas Music Teachers Educational Foundation, Inc.

ARTICLE II. OBJECT

The Texas Music Teachers Educational Foundation, Inc. is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954. All activities of the corporation shall be educational and shall be: for the promotion of the art of music and the advancement of musical knowledge by disseminating the knowledge of musical activities and the appreciation of music.

ARTICLE III. DIRECTORS

The members of the Board of the Texas Music Teachers Association shall be the directors of the corporation.

ARTICLE IV. TRUSTEES

A trustee of TMTEF shall be elected for a term of six years by vote of the Executive Board, the last two years of which the trustee shall serve as Chair of the TMTEF Trustees and shall be a voting member of the Executive Board. The trustees, acting with the TMTA officers, shall oversee the conservation and increase of funds and make recommendations to the directors for the best use of monies in the trust of the foundation accounts.

ARTICLE V. FISCAL YEAR

The fiscal year shall be from October 1 through September 30.

ARTICLE VI. FISCAL POLICY

Pursuant to the stated object of the Corporation scholarships, honoraria, prizes and other appropriate donations shall be awarded for the purpose of recognizing student achievement and improving the quality of the musical experience provided students and teachers affiliated with the Texas Music Teachers Association. No part of the net earnings of the corporation shall be distributed or otherwise inure to the benefit of any director, officer, or member of the corporation or any individual having a personal or private interest in the activities of the corporation; provided, however, that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of its purpose. No gift or contribution of property or funds of the corporation shall be made to any organization which engages in any activity in which the corporation is precluded from engaging or to any person for the purpose of engaging in any such activity.

The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may be hereafter amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Texas Music Teachers Educational Foundation, Inc. shall, to the fullest extent to which it is empowered to do so by the Texas Non-Profit Corporation Act or any other applicable laws as may from time to time be in effect, indemnify every director, officer or employee of the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a part or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation, or any settlement thereof, whether or not he is a director, officer, or employee at the time such expenses are incurred, except in such cases where in the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best

interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

ARTICLE VIII. DISSOLUTION

In the event of liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, the directors shall dispose of the property and assets of the corporation in such manner as they, in the exercise of their discretion, and by majority vote, may determine furthers the objects and purposes of the corporation, and no part of any such disposition shall inure to the benefit of any director, officer, or member of the corporation or any individual having a personal or private interest in the affairs of the corporation, and further provided, that no part of any such disposition may be made to any organization unless such organization is qualified as tax exempt under Section 501(c) (3) of the Internal Revenue Code of 1954 as amended and unless contributions to such organization are deductible under Section 170 (c) (2) of such Code as amended.