

San Bernardino Music Educators' Association

Articles of Incorporation

The Articles of Incorporation of the San Bernardino County Music Educators' Association, a majority of whom are citizens of the United States, desiring to form a non-profit corporation under the Non-Profit Corporation Law of California, do hereby certify:

First: The name of the corporation shall be San Bernardino County Music Educators' Association.

Second: The place in this state where the principal office of the corporation is to be located is the city of San Bernardino, San Bernardino County.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

Fourth: The name and addresses of the persons who are the initial trustees of the corporation are as follows:

Gary Toms – President
250 North Linden #148
Rialto, CA 92376

Mark Stone – Vice President – Membership
5425 Cambury Ave.
Temple City, CA 91780

Ed Contreras – Vice President Elect
9115 Culpepper St.
Rancho Cucamonga, CA 91730

Karen Patterson – Secretary
1326 Edelweiss Ave.
Riverside, CA 92501

John Beckman – Treasurer
10176 Cronese Lane
Apple Valley, CA 92307

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, 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 Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax and under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code; or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a State or Local Government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have here unto subscribed our names this 25th day of February 1991.

SAN BERNARDINO COUNTY MUSIC EDUCATORS' ASSOCIATION
(SBCMEA)
CONSTITUTION

Article I

Name

- Section 1. The name of this association shall be the San Bernardino County Music Educators' Association (SBCMEA), known in these bylaws as "the Association", affiliated with, and sanctioned by the San Bernardino County Superintendent of Schools.

Article II

Purpose

- Section 1. The purpose of the Association shall be the advancement of music education in San Bernardino County.
- a. To provide opportunity for all school music educators to become acquainted and to work toward the solution of common problems.
 - b. To provide opportunity for professional growth through activities as approved or sponsored by the Association.
 - c. To provide opportunities for the musical growth of the students in the county by sponsoring honor groups, festivals, and solo competitions.

Article III

Membership

- Section 1. Any current or former music teacher or music administrator in San Bernardino County may become a member of the Association. This is not limited to public school employees. Private school music teachers/administrators, as well as private instructors are eligible for membership. Private instructors must be a resident of San Bernardino County.
- Section 2. There shall be two classes of membership – Active and Retired.
- a. Active and Retired members shall, upon payment of dues, have the privilege of voting, holding office, and attending any and all meetings of the Association.
- Section 3. The annual dues shall be determined by the Board of Directors.

Article IV

Elected Officers and Board of Directors

- Section 1. The elected officers of the Association shall be as follows: President, First Vice-President/President-Elect, Second Vice-President/Membership, Secretary, and Treasurer. All officers will serve for two years. These officers shall be elected by a simple majority of those members voting. They shall perform such duties as prescribed in the bylaws.
- Section 2. The Board of Directors shall consist of the elected officers, and the following:
- a. The retiring President (Immediate Past-President) shall be a member of the Board of Directors for the term following his/her term of office.
 - b. The Music Consultant for the San Bernardino County Superintendent of Schools shall automatically become a member of the Board of Directors (County Music Consultant).
 - c. The following appointed officers: Elementary Choral Representative, Secondary Choral Representative, Elementary Honor Orchestra Representative, Middle School Honor Orchestra Representative, High School Honor Orchestra Representative, High Desert Elementary Honor Band Representative, High Desert Middle School Honor Band Representative, High Desert High School Honor Band Representative, Basin Elementary Honor Band Representative, Basin Middle School Honor Band Representative, Basin High School Honor Band Representative, Solofest Representative, and Web Master.
 - d. The Board of Directors shall have the authority to appoint additional officers or eliminate/combine positions as deemed necessary.

Article V

Elections

- Section 1. The President shall appoint a nominating committee of three Board members, one of whom shall be the President-Elect, by February 1 of each election year. This committee shall nominate the candidates for each of the elected offices. The nominating committee shall report the slate of nominees to the Board of Directors by March 1. On or before April 1, the slate of nominees shall be presented to the membership for election. Members shall have the privilege of writing in additional names on their ballot. The Board shall accept the ballot count and declare the new Board of Directors by May 1. The new Board shall take office on or before July 1.
- Section 2. The Board of Directors shall have the power to fill by appointment any vacancy that may occur within its membership; this appointment shall be for the remainder of the current term.
- Section 3. The term of office for the Board of Directors shall be for two years. No one shall serve more than one term in succession as President.

Article VI

Amendments

- Section 1. Amendments to this constitution may be proposed by a petition of 20 percent of the paid membership or by the Board of Directors.
- Section 2. This constitution may be amended by:
- a. A two-thirds majority of the members present at a general meeting, provided that notice of the meeting and of the proposed amendment(s) is presented to the membership at least thirty days prior to the meeting.
 - b. A two-thirds majority of the members present at a special meeting for changes that would affect the constitution, provided that notice of the meeting and of the proposed amendment(s) is presented to the membership at least thirty days prior to the meeting.
 - c. A two-thirds majority of the members responding through mail or electronic mail vote, provided that the proposed amendment(s) is presented to the membership at least thirty days prior to the mail response deadline.

SAN BERNARDINO MUSIC EDUCATORS' ASSOCIATION
(SBCMEA)
BYLAWS

Article I

Parliamentary Procedure

Section 1. *Robert's Rules of Order, Revised*, shall govern all proceedings of the Association not otherwise covered by the Constitution or by these Bylaws. The procedure is summarized as follows:

- a. Motion is stated.
- b. Motion is seconded.
- c. Discussion on the motion.
 1. Discussion may be terminated by a call for the question, or the chair's request for two pro and two con speakers (pro and con speakers should be alternated with the person who stated the motion being allowed to speak first and last, if desired).
- d. Vote if preparation and discussion were sufficient; if not, the motion may be tabled.

Section 2. The President, at his/her discretion, shall appoint a parliamentarian to serve at general meetings during his/her term of office.

Article II

Duties of Elected Officers

Section 1. President

- a. To conduct the meetings of the general membership and Board of Directors.
- b. To call special meetings of the general membership and the Board of Directors.
- c. To be an ex-officio member of every committee.
- d. To appoint non-elected officers at the beginning of his/her term of office as necessary.
- e. To cast the deciding vote in the case of a tie at all meetings of general membership and the Board of Directors.
- f. To work with the Treasurer and County Music Consultant to develop the annual budget for the Association.

- g. To coordinate all Association events and activities with the County Music Consultant.
- h. To be a signatory on the Association bank account.
- i. Additional duties as deemed necessary.

Section 2. First Vice-President/President-Elect

- a. To preside in the absence of the President at all general membership and Board meetings, and all other Association events and activities.
- b. To assist the President.
- c. Additional duties as deemed necessary.

Section 3. Second Vice-President/Membership

- a. To keep and maintain a list of all active members.
- b. To make and implement suggestions for membership with the Board's approval.
- c. Additional duties as deemed necessary.

Section 4. Secretary

- a. To record the minutes of all general membership and Board meetings.
- b. To keep a file of materials pertinent to the activities of the Association.
- c. To answer the correspondence of the Association.
- d. Additional duties as deemed necessary.

Section 5. Treasurer

- a. To pay all duly authorized bills.
- b. To keep record of all funds of the Association.
- c. To collect and deposit all funds of the Association.
- d. To work with the President and County Music Consultant to develop the annual budget for the Association.
- e. To be a signatory on the Association bank account.
- f. To provide final financial accounting for the year and to have the financial accounts available to the San Bernardino County Superintendent of Schools in the event of auditing.

- g. Additional duties as deemed necessary.

Article III

Duties of Non-Elected Officers

Section 1. Past-President

- a. To serve in an advisory capacity on the Board of Directors.
- b. Additional duties as deemed necessary.

Section 2. County Music Consultant

- a. The County Music Consultant shall be appointed by the San Bernardino County Superintendent of Schools.
- b. As they may change on a regular basis, the duties for this position shall be outlined in the Association's Policies and Procedures.

Section 3. Representatives

- a. The following representatives are appointed by the President at the beginning of his/her two-year term: Elementary Choral Representative, Secondary Choral Representative, Elementary Honor Orchestra Representative, Middle School Honor Orchestra Representative, High School Honor Orchestra Representative, High Desert Elementary Honor Band Representative, High Desert Middle School Honor Band Representative, High Desert High School Honor Band Representative, Basin Elementary Honor Band Representative, Basin Middle School Honor Band Representative, Basin High School Honor Band Representative, Solofest Representative.
- b. As they may change on a regular basis, the duties for the above-mentioned representatives shall be outlined in the Association's Policies and Procedures.

Section 4. Web Master

- a. To keep the Association website updated with current contact information, schedules, forms, and other information which is important to disseminate to the membership and the general public.
- b. The Web Master shall retain their office until resignation or removal by the Board of Directors.
- c. Additional duties as deemed necessary.

Article IV

Removal from Office

Section 1. Reasons for Removal

- a. Failure to perform duties as prescribed in the Constitution and/or Bylaws of SBCMEA.
- b. Actions which may be considered injurious to the goals and reputation of SBCMEA.
- c. Violation of local, state, and federal law.
- d. Any action which results in the suspension or revocation of a California Teaching Credential.

Section 2. General Procedures for Removal from Office

- a. A meeting shall be called by the President or any member of the Board in accordance with Article VII, Section 2 (b).
- b. A fourteen day notice must be provided in advance of the scheduled meeting.
- c. Any voting shall be done via secret ballot.
- d. No electronic mail, mail, or proxy votes shall be allowed.
- e. The member in question shall be afforded the opportunity to make their case in their defense.

Section 3. Removal of Elected Officers

- a. In order for the removal process for an Elected Officer to proceed, all Elected Officers must be in attendance.
- b. In order for the removal process for an Elected Officer to proceed, two-thirds of the Appointed Officers must be in attendance.
- c. In order for removal to take place, the vote to remove must be unanimous amongst the Board members in attendance, excluding the Elected Officer in question.

Section 4. Removal of Appointed Officers

- a. In order for the removal process for an Appointed Officer to proceed, all Elected Officers must be in attendance.
- b. In order for the removal process for an Appointed Officer to proceed, two-thirds of the Appointed Officers must be in attendance.
- c. In order for removal to take place, the vote to remove must be at least 75% amongst the Board members in attendance, excluding the Appointed Officer in question.

Article V

Membership Dues

- Section 1. The membership dues for the Association shall be determined by the Board of Directors.
- Section 2. The membership year shall extend from August 1 to July 31.

Article VI

Special Committees

- Section 1. Special committees shall serve the administrative term in which they are appointed, or until completion of their assignment.
- Section 2. All committees shall work in cooperation with the President and Board of Directors.

Article VII

Meetings

- Section 1. General Meetings
- a. There shall be at least two general meetings per year, one of which shall be in the fall and the other in the spring.
- Section 2. Board of Directors
- a. The Board of Directors shall meet upon call of the President with a minimum of four meetings each year.
 - b. Any member of the Board of Directors may request a meeting of the Board solely via the President.

Article VIII

Quorum

- Section 1. A quorum of the Board of Directors shall exist when a majority of the Board members are in attendance.
- Section 2. A quorum for a general meeting shall consist of the active members in attendance.
- Section 3. Voting members who are unable to attend a meeting may give their proxy to another voting member of their choice. Proxy votes will not be valid unless a letter signed by both the present and non-present voting member is presented.

Article IX

Changes and Additions to the Bylaws

- Section 1. Changes or additions to the bylaws may be proposed by a petition of 20 percent of the paid membership or by a majority of the Board of Directors.
- Section 2. Changes or additions to the bylaws may be adopted by:
- a. A two-thirds majority of the members present at a general meeting provided that notice of the meeting and of the proposed changes or additions are presented to the membership at least thirty days prior to the meeting.
 - b. A two-thirds majority of the members present at a special meeting for changes that would affect the bylaws provided that notice of the meeting and of the proposed changes or additions are presented to the membership at least thirty days prior to the meeting.
 - c. A two-thirds majority of the members responding through mail or electronic mail vote, provided that the proposed changes or additions are presented to the membership at least thirty days prior to the mail response deadline.
- Section 3. The bylaws of the Association shall be reviewed after a period not to exceed five years.