

CONSTITUTION

ARTICLES OF INCORPORATION of the SOUTHERN BORDER SECTION of CALIFORNIA MUSIC EDUCATORS ASSOCIATION

I. Name

The name of this corporation shall be CALIFORNIA MUSIC EDUCATORS ASSOCIATION, SOUTHERN BORDER SECTION.

II. Purpose

The specific and primary purposes for which this corporation is formed are as follows:

- A. To promote the advancement of music education.
- B. To cultivate social and educational interaction among its members.
- C. To assist its members in seeking individual and collective growth as musicians, as educators, as conductors, and as administrators.

To carry out the foregoing purpose, the corporation shall have the power to lease, purchase, hold, have, use, and take possession of, and enjoy in fee simple or otherwise, any real or personal property necessary for the uses and purposes of this corporation, and to sell, lease, mortgage, deed in trust, lien, or dispose of the same at the pleasure of the corporation, for the uses and purposes for which said corporation is formed, and to buy and sell real or personal property and to apply the proceeds of sale, including any and all income, to the uses and purposes of the corporation.

III. Pursuant to General Nonprofit Corporation Law

This corporation is one which does not contemplate pecuniary gain or profit the members thereof.

IV. Time Limitation

The existence of this corporation is to be perpetual.

V. Principal Office

The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is San Diego County.

VI. Directors

The persons who are to act in the capacity of directors until the selection of their successors and who shall be known as directors shall constitute the number of directors of the corporation, until changed by an amendment to the articles or by a bylaw increasing or decreasing the number of directors as may be desired.

VII. Membership

The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of each class of membership, and the liability of each to dues, or assessments, and the method of collection thereof shall be set forth in the Bylaws of this corporation.

VIII. Bylaws and Amendments

The Bylaws of this corporation may be adopted by a fifty-percent plus one majority vote of the executive board and may be amended or repealed by any means provided in the Bylaws.

BYLAWS

Article I – Name and Purpose

Section 1 – Name

The name of this organization shall be CMEA-SBS: The California Music Educators Association, Southern Border Section.

Sections 2 – Purpose

The purpose of this organization shall be to encourage and promote the advancement of music education in San Diego and Imperial Counties and the greater San Diego area through conferences, festivals, and other appropriate educational projects and activities.

Section 3 – Affiliation

The Southern Border Section is one of nine regional sections of CMEA: The California Music Educators Association which is a federated association of NAFME: The National Association for Music Education.

Article II - Membership

Section 1 - Membership

Membership in the Southern Border Section is automatic with membership in CMEA - The California Music Educators Association (known as CMEA) and NAFME - The National Association for Music Education (known as NAFME)

Section 2 - Qualifications

The qualifications, privileges, and apportionment of dues shall be identical to that of CMEA as set forth in the CMEA Constitution.

Section 3 - Dues

Dues must be remitted directly to the national office of NAFME.

Article II – Government

Section 1 – The Executive Board

The Executive Board of CMEA-SBS shall consist of: President, President Elect, Immediate Past President, Vice President of Instrumental Music, Vice President of Choral Music, Secretary, and Treasurer.

Section 2 – Board of Directors

The Board of Directors shall consist of:

- A. The Executive Board
- B. Appointed Event Representatives

- C. Council of Past Presidents (non-voting members)

Section 3 – Terms of Office

- A. The terms of office for the President shall be for two years. The terms of office for the President-Elect and Immediate Past President shall be for one year, for a total term of 4 years.
- B. The terms of office for the Secretary and Treasurer shall be for two years. The Secretary and Treasurer shall serve no more than three consecutive terms, unless there is no active nomination for a following term, in which case Section 3, subsection F will be followed.
- C. The terms of office for the Vice President of Instrumental Music, Vice President of Choral Music, Secretary, and Treasurer shall be for two years.-
- D. Nominations for President Elect, Secretary and Treasurer will be held in odd-numbered years. Nominations for Vice President of Instrumental Music and Vice President of Choral Music will occur in even-numbered years. All shall take office on the first day of July following the nomination and selection process.
- E. Emergency Appointment – Any emergency appointment will be made by the president in consultation with members of the Executive Board and shall be for the length of the unexpired term.
- F. No elected or appointed office of the Board of Directors shall be occupied by any one person for more than two consecutive terms, with the following exceptions:
 - a. Secretary, Treasurer
 - b. Other positions with majority board approval

Article III – Nominations

Section 1 – Nominations

Nominations shall occur no later than the January Board of Directors meeting each year.

The President shall appoint a nominating committee of three, naming one as chairperson. The nominating committee shall consist of:

- A. The President Elect or Immediate Past President
- B. One other member of the Executive Board
- C. One other appointed advisor as necessary, selected by President Elect or Immediate Past President

Section 2 – Nomination Slate

At the March meeting of the Board of Directors, the Nominating Committee shall present a slate of qualified candidates for open positions. Members of CMEA-SBS may make additional nominations to be considered by the Nominating Committee by sending their nomination directly to any of the members of the Nominating Committee prior to March 1.

Section 3 - Election Process

- A. The final nomination slate will be presented to the executive board after members have submitted additional nominations. The election will take place between March 1st and July 1st. Winning candidates will be elected by winning a plurality of the votes. All active members of the CMEA-SBS may vote in elections.
- B. In the event of a tie, the results will be determined by a coin flip.

Section 4 – Election Results

Results will be announced via the CMEA-SBS website no later than July 1. New positions take effect July 1.

Article IV – Meetings

Section 1 – Meetings

The Board of Directors shall meet monthly as scheduled by the President and agreed upon by the members of the Board. The President may also call special meetings of the Board of Directors. A fifty-percent plus one majority of the filled board member positions must be present to constitute a quorum for the transaction of business at CMEA-SBS Board Meetings.

Section 2 – Executive Board Meetings

The Executive Board shall meet at the call of the President.

Section 3 – Robert’s Rules of Order

Robert’s Rules of Order shall govern in all business meetings of CMEA-SBS.

Article V – Duties of Executive Board

Section 1 – The President shall, among other duties:

- a. Serve as the executive head of CMEA-SBS.
- b. Represent CMEA-SBS at all meetings of the CMEA.
- c. Preside at all CMEA-SBS meetings.
- d. Have the power to appoint committees not otherwise provided for in the Constitution or Bylaws.
- e. Appoint Representatives and Advisors as necessary with the approval of a majority of the Executive Board.
- f. Serve as the Coordinator for the activities and events of the University Liaison, the Industry Liaison, the Communications Liaison and the Membership Liaison.
- g. Call special elections when deemed necessary.
- h. Absorb or redistribute president-elect and past president duties as necessary when those positions are not filled.
- i. Upon completion of term, shall transition into the duties and responsibilities of Immediate Past President as outlined in Article V, Section 5 of the bylaws.

Section 2 – The President Elect shall, among other duties:

- a. Serve as the Coordinator for the Instrumental Music Vice President and Choral Vice President

- b. Assume the duties of the President in the absence of the President
- c. Coordinate and implement the CMEA-SBS portion of the Mega Arts Conference in cooperation with the appropriate Event Representatives.
- d. Upon completion of the term, shall transition into the duties and responsibilities of President as outlined in Article V, Section 1 of the bylaws.

Section 3 – The Secretary shall, among other duties:

- a. Keep records of the CMEA-SBS.
- b. Record meetings notes for CMEA-SBS Executive and General Board meetings.
- c. Transact all necessary communications.
- d. Upon completion of term, shall turn over all official records and documents of CMEA-SBS.
- e. Ensure that all official documents are archived appropriately.

Section 4 – The Treasurer shall, among other duties:

- a. Receive all monies due CMEA-SBS and deposit them in a depository approved by the CMEA-SBS Executive Board within two business days of receipt as directed by the Board of Directors.
- b. Pay bills and disburse funds with checks signed by the Treasurer and countersigned by the President or President Elect within two business days of receipt of paperwork from appropriate board or committee members.
- c. Collect budgets from each of the appropriate Event Representatives and reconcile each at the conclusion of the respective events.
- d. Present a report of the income and disbursements and current balance at each meeting of the CMEA-SBS Executive Board.
- e. Provide for the preparation of an annual fiscal report which shall be delivered to the CMEA Executive Director as requested.
- f. Oversee the filing of Federal and State documents and the payment of any fees assessed by those tax agencies. Present the filings to the Executive Board for the Secretary's records as requested.
- g. Upon completion of term, shall be responsible for the transfer of signature cards when leaving the position.

Section 5 – The Immediate Past President shall, among other duties:

- a. Assume the duties of President in the case of absence of the President and President-Elect. In the event that vacancies occur in the office of both the President and President-Elect, the Past President shall serve in those capacities until an election can be held.
- b. Serve as a Liaison between CMEA-SBS and NAFME when requested by the President.
- c. Coordinate and chair the committee for the implementation of the annual Fortissimo Event.
- d. Serve as a member of the Past President's Council with voting privileges until completion of term in the position of Immediate Past President.

Section 6 – The Vice President of Instrumental Music shall, among other duties:

- a. Supervise and coordinate all instrumental music activities.

- b. Recommend appropriate personnel to serve as event representatives for instrumental music activities.
- c. Provide instrumental music event representatives with the appropriate operations guidelines.
- d. Work cooperatively with all instrumental music event representatives on a regular basis and assist as required with the implementation of their activities.
- e. Ensure that all adjudicators, clinicians, etc, will complete a signed contract, appropriate tax forms, and may be subjected to a background check.
- f. Supervise and chair the committees for instrumental festivals and honor events.
- g. Attend monthly CMEA-SBS meetings and report progress as necessary

Section 7 – The Vice President of Choral Music shall, among other duties:

- a. Supervise and coordinate all choral activities.
- b. Recommend appropriate personnel to serve as event representatives for Choral activities.
- c. Provide choral event representatives with the appropriate operations guidelines.
- d. Work cooperatively with all choral event representatives on a regular basis and assist as required with the implementation of their activities.
- e. Ensure that all adjudicators, clinicians, etc, will complete a signed contract, appropriate tax forms, and may be subjected to a background check.
- f. Supervise and chair the committees for choral festivals and honor events.
- g. Attend monthly CMEA-SBS meetings and report progress as necessary

Article VI - Duties of Additional Board Members

Section 1 – The University Liaison shall, among other duties:

- a. Work cooperatively with all post-secondary institutions to increase and maintain the number of NAFME Collegiate Chapters within San Diego and Imperial Counties and the greater San Diego area.
- b. Create awareness of opportunities for Music Education students to develop leadership qualities through active participation in CMEA-SBS events.
- c. Schedule or coordinate appropriate session(s) for Music Education students at the Mega Arts Conference.
- d. Will represent CMEA-SBS at other events throughout the year as requested by the Executive Board.

Section 2 – The Industry Liaison shall, among other duties:

- a. Work cooperatively with the area industry in developing a support network for our CMEA-SBS membership.
- b. Implement and maintain a community sponsorship and/or partnership program through donations of goods, services, or other financial support.
- c. Create CMEA-SBS awareness among local industry members.
- d. Share information about current events in the music industry with our membership.

Section 3 – The Communications Liaison shall, among other duties:

- a. Communicate CMEA-SBS events and information with membership through the use of regular communication channels on a regular basis.

- b. Maintain social media presence for the CMEA-SBS.
- c. Coordinate maintenance and updated information on the CMEA-SBS website on a regular basis.

Section 4 - Event Coordinators shall, among other duties:

- a. Work effectively with appropriate executive board members.
- b. Secure site host contracts from area representatives.
- c. Maintain regular communication with site hosts and area representatives.
- d. Oversee festival and honor group registration, as necessary.
- e. Be well-versed in CMEA-SBS event operations and guidelines.
- f. Prepare reports for the appropriate executive board or committee representative.
- g. Refer any issue not addressed in CMEA-SBS procedures to the executive board.

Section 5 – The Board of Directors shall

- a. Administer the affairs of CMEA-SBS together with the management and control of the funds thereof.
- b. Fill vacancies by temporary appointments pending regular nominations, be empowered to employ personnel as needed to carry out the work of CMEA-SBS in an efficient and productive manner.
- c. Provide for the preparation of an annual budget which shall be delivered to the CMEA Executive Director as requested.
- d. Appoint any special representative to serve during its terms in office with a majority vote, and such appointees may become full voting members of the Board.
- e. If any board member does not attend three consecutive board meetings, they can be removed from their position by majority vote by the executive board.

Section 6 – Appointed Advisors

The President may appoint Advisors to help guide CMEA-SBS. The Executive Board will approve the selection of Advisors with a majority vote. Advisors are non-voting members of the Executive Board of Directors.

Article VII - Committees

Special committees shall serve during the administrative term in which they are appointed. All committees shall work in cooperation with and report to the appropriate Vice President or Executive Board Member who shall in turn report to the President and the Board.

Article VIII – Amendments

Section 1 - Amendments

The Amended Constitution and Bylaws may be adopted by a fifty-percent plus one majority vote of the members voting in the annual election, provided that formal written notice of such contemplated action shall have been given to the active members at least 30 days before such election, or provided that the proposed amendment receives the approval of the Board of Directors and that formal notice of such contemplated

amendment shall have been given to the active members at least 24 hours before such election.

Section 2 - Revisions

The Bylaws will be revised as necessary, not to exceed every 8 years.

Revised, pending approval and adoption – April 23, 2021