

**REVISED and RESTATED BYLAWS
N.H. MUSIC EDUCATORS ASSOCIATION, INC.**

**ARTICLE I
NAME, PURPOSE, AFFILIATION**

SECTION 1. NAME

The name of this organization shall be the New Hampshire Music Educators Association, hereinafter referred to as NHMEA or the Association.

SECTION 2. PURPOSE

The purpose of the Association shall be to foster the advancement of music education in the State of New Hampshire.

SECTION 3. AFFILIATION

The Association shall function as the state federated state association of the National Association for Music Education, hereinafter referred to as NAFME.

SECTION 4. RELATIONSHIPS

The Association shall maintain a cooperative relationship with the State Department of Education and other arts and education associations.

**ARTICLE II
MEMBERSHIP AND DUES**

SECTION 1. ACTIVE MEMBERSHIP

Active membership shall be open to persons engaged in music teaching or other music related educational work in the State of New Hampshire. Active membership dues shall be determined by the NHMEA Executive Board and NAFME.

Active membership shall provide the following rights and privileges:

1. The right to participate in activities of NHMEA, upon compliance with requirements as designated for each activity.
2. The right to vote and hold office.

SECTION 2. LIFE MEMBERSHIP

Life membership shall be open to persons who are eligible for active membership. Life members shall have the same privileges as active members and shall be granted automatic membership in such Societies of the Conference as they may designate. Each life member shall hold concurrent membership in his or her respective federated state association of NAFME. Life membership dues shall be determined by the NHMEA Executive Board and NAFME.

SECTION 3. INTRODUCTORY MEMBERSHIP

Introductory membership shall be open to persons in their first year of full-time music teaching or other music related education work who have been collegiate members during the preceding fiscal year. The membership shall be limited to one membership year. Introductory members shall have the same privileges as active members except the right to hold elected office. Introductory membership dues shall be determined by the NHMEA Executive Board and NAFME.

SECTION 4. COLLEGIATE MEMBERSHIP

Collegiate membership shall be open to all members of NAFME collegiate chapters upon payment of prescribed dues. Collegiate members shall be admitted to all meetings, and shall receive all privileges of active membership except the right to vote and hold office. Collegiate membership dues shall be determined by the NHMEA Executive Board and NAFME.

SECTION 5. RETIRED MEMBERSHIP

Retired membership shall be open to former music educators who have retired from teaching or other music related educational work and who have been members of NAFME for at least ten consecutive years prior to seeking retired membership status. Retired members shall have the same privileges as active members except the right to hold elected office. Each retired member shall receive a subscription to the Music Educators Journal. Each retired member shall hold concurrent membership in his or her federated state association of NAFME. Retired membership dues shall be determined by the NHMEA Executive Board and NAFME.

SECTION 6. NHMEA HONORARY LIFE MEMBERSHIP

Any active member of this Association, upon retirement from active service, may become eligible for honorary life membership by a majority vote at any regularly constituted meeting of the Executive Board. (NHMEA membership only.) There shall be no dues collected from NHMEA Honorary Life Members.

SECTION 7. NHMEA PATRON MEMBERSHIP

Patron membership shall be open to individuals, organizations, institutions, and business firms. Patron membership may include an individual membership which shall be assigned by the patron to a designated person. This membership shall have the same privileges as active NHMEA members except the rights to vote and to hold office (which rights are reserved to the NHMEA membership only). NHMEA patron membership dues shall be determined by the NHMEA Executive Board.

SECTION 8. SPONSORING DISTRICT MEMBERSHIP

School district membership is open to all school districts and private schools in this State upon payment of the prescribed fees. Students of school district members are eligible to participate in all Association sponsored events. Sponsoring district membership dues shall be determined by the NHMEA Executive Board.

**ARTICLE III
EXECUTIVE BOARD OF DIRECTORS AND COMMITTEES**

SECTION I. THE EXECUTIVE BOARD

The Executive Board shall have the general powers of administration of the affairs of the Association, with authority to act and pass resolutions, except as contrary to the Articles of Agreement and the By-Laws or hereinafter expressly prohibited. The Executive Board shall appoint the Executive Director.

SECTION 2. EXECUTIVE BOARD MEMBERSHIP

The officers of the Executive Board of Directors of the Association, each with one vote shall be:

1. President (voting in a tie only)
2. President-Elect
3. Immediate Past President
4. Secretary
5. Three (3) Directors-at-large

There shall be four (4) ex-officio members of the Executive Board of Directors of the Association, with no voting privileges shall be:

1. Executive Director
2. Assistant Executive Director
3. New Hampshire Administrators Association Representative
4. New Hampshire Association of School Principals Representative

SECTION 3. STANDING COMMITTEES AND COUNCILS

Meetings of the Standing Committees and Councils of the New Hampshire Educators Association are open to all members. A Chairperson of each Council will be elected to a two year term as Chairperson of the Committee/Council. The Executive Director will be appointed as the Chairperson of the Council of Events.

1. Council of Events

The function of the Council of Events is to standardize best practices in event management for the Association. The Council of Events will be chaired by the Executive Director. The following people will be elected for a two year term to the Council of Events. The membership of the Council of Events will consist of:

- a. All State Festival Committee Chairperson
- b. Jazz All State Festival Committee Chairperson
- c. Solo and Ensemble Festival Committee Chairperson
- d. Middle School Festival Committee Chairperson
- e. Large Group Festival Committee Chairperson
- f. Elementary/Middle Sharing Festival Committee Chairperson
- g. Professional Development Committee Chairperson
- h. TriM Committee Chairperson
- i. All State Auditions Committee Chairperson
- j. Elementary Honors Choir Festival Chairperson
- k. Composition Festival Committee Chairperson

2. Council of Choral Education

The function of the Council of Choral Education is to promote best practices in choral education by approving choral programs for festivals, assisting with the planning and presentation of choral festivals, and by providing input for choral related professional development opportunities. The members of the Council of Choral Education should include: Council Chairperson, Elementary Representative, Middle School Representative, High School Representative, Collegiate Representative, Choral Ensemble Managers for NHMEA festivals, a liaison to New Hampshire chapter of the American Choral Directors Association, and members at large. The Council of Choral Education will meet in person in October and April. Additional meetings may be scheduled as needed.

3. Council of String Education

The function of the Council of String Education is to promote best practices in string education by approving string programs for festivals, assisting with the planning and presentation of string festivals, and by providing input for string related professional development opportunities. The members of the Council of String Education should include: Council Chairperson, Elementary representative, Middle School Representative, High School Representative, Collegiate Representative, String and Guitar Ensemble Managers for NHMEA festivals, a liaison to New Hampshire chapter of the American String Teachers Association (NHASTA), and members at large. The Council of String Education will meet in person in October and April. Additional meetings may be scheduled as needed.

4. Council of Band Education

The function of the Council of Band Education is to promote best practices in band education by approving band programs for festivals, assisting with the planning and presentation of band festivals, and by providing input for band related professional development opportunities. The members of the Council of Band Education should include: Council Chairperson, Elementary representative, Middle School Representative, High School Representative, Collegiate Representative, Band Ensemble Managers for NHMEA festivals, a liaison to the New Hampshire Band Directors Association (NHBDA), and members at large. The Council of Band Education will meet in person in October and April. Additional meetings may be scheduled as needed.

5. Council of General Music Education

The function of the Council for General Music Education is to promote best practices and innovative ideas in the general music classroom. Council of General Music Education members will provide input for general music related professional development opportunities. The members of the Council of General Music Education should include: Council Chairperson, Elementary Representative, Middle School Representative, High School Representative, Collegiate Representative and members at large. The Council of General Music Education will meet in person in October and April. Additional meetings may be scheduled as needed.

6. Council of Advocacy and Membership Outreach

The functions of the Council of Advocacy and Membership outreach are to continue to advocate for music education in the State of New Hampshire and to attract and retain members of NHMEA. Members of the Council of Advocacy and Membership Outreach should include: Council Chairperson, Music Coalition/Advocacy Representative, Membership Chairperson, Music In Our Schools Month Chairperson, Collegiate Chairperson, Research Chairperson, State Librarian/Historian, Quarter Notes Editor, Webmaster, New Hampshire Department of Education Consultant, Association of School Principals Representative, and the New Hampshire School Administrators Association Representative. The Council of Advocacy and Membership Outreach will meet in person in October and April. Additional meetings may be scheduled as needed.

SECTION 4. ELECTED POSITIONS

The elected members of the Executive Board shall be the (4) officers and the (3) directors of the Association. Additional elected positions within the organization include the nine (9) festival chairpersons, five (5) council chairpersons, three (3) members of the nominating Committee, and the Professional Development Chairperson.

1. The nine (9) festival Chairpersons, five (5) council Chairpersons, Professional Development Chairperson, and the elective members of the Executive Board, with the exception of the three (3) Directors-at-Large, shall be elected biennially, by ballot, to serve a term of two (2) years. The election results shall be announced at the Spring All-Member Meeting and the installation of these members shall be July 1 of the following fiscal year.
2. The Directors at Large shall serve staggered terms. One (1) director shall be elected each year by ballot, to serve a term of three (3) years. The election results shall be announced at the Spring All-Member Meeting, and the director shall be installed on July 1 of the next fiscal year.
3. A Nominating Committee of five (5) members shall be formed biennially to serve a term of two years. The installation of this Committee shall be the final item of business on the agenda of the Spring All-Member Meeting held during the All-State Festival each even-numbered year. The Committee shall be chaired by the Immediate Past President and shall include three (3) members-at-large elected by ballot and one (1) member appointed from the Executive Board by the President.

SECTION 5. NOMINATION AND ELECTION PROCEDURES

A. Nominations

The Nominating Committee shall assemble a slate of nominees for the election to be held in the succeeding year. Prior to the Executive Board meeting immediately preceding the Fall All-Member Meeting of the Association, the Immediate Past President shall present this slate of nominees to the President.

1. In the fall of the even-numbered year, the slate of nominees shall include all elected members of the Executive Board, except for two Directors-at-Large. Additionally, the slate will include the Professional Development Chairperson and the Festival and Council Chairpersons.
2. In the fall of the odd-numbered year, the same Nominating Committee, chaired by the new Immediate Past President, shall assemble a slate of nominees for one Director and for the succeeding Nominating Committee.

B. Elections

The election procedure shall be as follows:

1. After the slate of nominees has been presented by the Immediate Past President at the Fall All-Member Meeting to the membership additional nominations may be placed on the ballot from the floor of the Fall All-Member Meeting.
2. Ballots must be approved by the Executive Board at least eight (8) weeks prior to the Spring All-Member Meeting. At least six (6) weeks prior to the Spring All-Member Meeting, the Immediate Past President shall distribute ballots and necessary supporting information to all eligible voting members. Completed ballots shall be returned to the Immediate Past President. The deadline for return of the ballots shall be twenty-eight (28) days after posting of ballots to members, and shall be clearly stated on the ballot and in the letter of instruction. The Immediate Past President shall tally ballots returned, and shall announce the results at the Spring All-Member Meeting.

SECTION 6. APPOINTED POSITIONS

All appointees shall be nominated by the President and confirmed by the Executive Board for two-year terms. The appointed positions shall be:

1. The Editor of the official publication of the Association
2. Advocacy Representative
3. TriM Coordinator
4. Research Coordinator
5. Membership Coordinator
6. Music in Our Schools Month (MIOSM) Coordinator
7. Collegiate Coordinator
8. Research Coordinator
9. State Librarian/Historian
10. Webmaster
11. All-State Band Manager
12. All-State Mixed Choir Manager
13. All-State Treble Choir Manager
14. All-State Orchestra Manager
15. All-State Guitar Manager
16. New Hampshire State Department of Education Arts Consultant

The representatives from the School Administrators Association and Association of School Principals shall be selected by the respective organizations as their members decide.

SECTION 7. VACANCY OF OFFICE

In case of vacancy in any office, except that of President-Elect, the office shall be filled by the Executive Board at the next Executive Board meeting. The office of President-Elect shall be filled by means of a ballot sent to the membership.

SECTION 8. ROBERT'S RULES

The latest edition of "Robert's Rules of Order" shall be the guide for all meetings of the Association and its Executive Board. The President-Elect shall serve as Parliamentarian.

SECTION 9. INDEMNIFICATION

Each present and future Executive Board member and officer, whether or not then in office, shall be indemnified by the Association against expenses actually and reasonably incurred by or imposed upon him or her (including, but without being limited to, settlements, judgments, costs, and counsel fees) in connection with the defense of any administrative, civil or criminal action, suit or proceeding in which he or she is made a party by reason of being or having been an Executive Board member or officer of the Corporation, except in relation to matters as to which he or she shall be actually adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such Executive Board member or officer may be entitled, under any other bylaw, agreement, or as a matter of law or otherwise.

SECTION 10. LIMITATION ON EXECUTIVE BOARD MEMBER AND OFFICER LIABILITY

Pursuant to RSA 508:16 or any similar, succeeding statute, the Executive Board Officers and Council, Festival, and Committee Chairpersons shall not be liable for any bodily injury, personal injury or property damage if the claim for such damages arose from an act or acts committed in good faith and without willful or wanton negligence, in the course of an activity carried on to accomplish the purpose of the Association.

ARTICLE IV OFFICERS

SECTION 1. OFFICERS

The officers of the Association shall be:

1. President
2. President-Elect
3. Immediate Past President
4. Secretary
5. Treasurer

SECTION 2. PRESIDENT

The President shall preside at meetings of the Association and the Executive Board and perform those duties that are customary for that office. He/she shall have the power to appoint Standing and Special Committees and their Chairpersons not otherwise provided for in the By-Laws. He/she shall represent the Association as a member of the National Assembly of NAFME at all National Meetings, and as a member of the Executive Board of the Eastern Division of NAFME, as prescribed in Article IV, Section 5 of the Constitution of NAFME.

SECTION 3. PRESIDENT-ELECT

The President-Elect shall assume the duties of the President in the absence of the President and the Immediate Past President. The President-Elect will serve as a liaison to a designated Council of the Association. The President-Elect shall serve as Parliamentarian for all meetings of the Executive Board. He/she shall attend the National Assembly of NAFME and all meetings of the Eastern Division of NAFME.

SECTION 4. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall chair the Nominating Committee. All ballots for elections shall be returned to the Immediate Past President for tally and presentation. The Immediate Past President shall assume the duties of the President in the President's absence. He/she shall advise the President as needed. The Immediate Past President will serve as a liaison to a designated Council of the Association.

SECTION 5. SECRETARY

The Secretary shall keep and distribute the minutes of all All-Member and Executive Board meetings and keep all and records of the Association. The Secretary shall send out notification of upcoming meetings, shall handle correspondence with other persons and organizations when required, and shall perform such other duties as may be prescribed by the Board from time to time. The Secretary shall keep in the office of the Association correct records of activities and transactions of the Association including a minute book, which shall contain copies of the Articles of Agreement, the By-Laws, all minutes of the meetings of the Executive Board and All-Member Meetings of the Association, the Conflict of Interest Policy, the Whistleblower Protection Policy and the Document Retention/Destruction Policy. The Secretary shall perform all duties customarily incident to the office of a corporate secretary. The Secretary will collect nominations for the Hall of Fame, Music Educator of the Year and the Administrator of the Year. The Secretary will serve as a liaison to a designated Council of the Association.

SECTION 6. TREASURER

The Executive Director shall serve as the Treasurer.

SECTION 7. DIRECTORS AT LARGE

The Directors At Large shall serve as a means of continuity from one Executive Board to the next. The Directors At Large will each serve as a liaison to a designated Council of the Association.

ARTICLE V

EXECUTIVE DIRECTOR AND ASSISTANT EXECUTIVE DIRECTOR

SECTION 1. THE EXECUTIVE DIRECTOR

The Executive Director shall be the custodian of all funds of the Association. He/she shall devise and keep such records as may be necessary for the efficient conduct for the office. He/she shall place the funds of the Association in a depository approved by the President. He/she shall sign all checks, drafts and other orders for payment of money on behalf of the Association. At the expiration of the term of office, the funds, canceled checks, receipts, documents and records in their complete form, together with all correspondence, shall be turned over to the successor after an audit by a qualified accountant. The Executive Director shall prepare a detailed annual financial statement, a copy of which shall be sent to each member of the Executive Board prior to the Fall All-Member Meeting and made available to the membership of the Association upon request. An annual review of the Association's financial records shall be made by a qualified person NOT a member of the Association.

SECTION 2. ASSISTANT EXECUTIVE DIRECTOR

The Assistant Executive Director shall assume the duties of the Executive Director in the Executive Director's absence. Additional duties shall be delegated by the Executive Director.

ARTICLE VI

CHAIRPERSONS

SECTION 1. ALL-STATE FESTIVAL COMMITTEE CHAIRPERSON

The All-State Festival Committee Chairperson shall, with a committee nominated by the chairperson and approved by the Executive Board, be responsible for the NHMEA All-State Music Festival. His/her committee shall consist of the following positions: Auditions Chairperson, All-State Band Manager, All-State Mixed Choir Manager, All-State Orchestra Manager, All-State Treble Choir Manager, All-State Guitar Manager and the current festival host.

SECTION 2. MIDDLE SCHOOL FESTIVAL COMMITTEE CHAIRPERSON

The Middle School Festival Committee Chairperson shall, with a committee nominated by the chairperson and approved by the Executive Board, be responsible for festivals, clinics and workshops designed to improve music education in the middle schools of New Hampshire. His/her committee shall consist of a coordinator for each district and a representative from the host site.

SECTION 3. ELEMENTARY/MIDDLE SCHOOL SHARING FESTIVAL COMMITTEE CHAIRPERSON

The Elementary Committee Chairperson shall, with a committee nominated by the chairperson and approved by the Executive Board, be responsible for festivals, clinics and workshops designed to improve music education in the elementary schools of New Hampshire.

SECTION 4. SOLO AND ENSEMBLE FESTIVAL COMMITTEE CHAIRPERSON

The Solo and Ensemble Festival Committee Chairperson shall, with a committee nominated by the chairperson and approved by the Executive Board, be responsible for solo and ensemble festivals.

SECTION 5. LARGE GROUP FESTIVAL COMMITTEE CHAIRPERSON

The Large Group Festival Committee Chairperson shall, with a committee nominated by the chairperson and approved by the Executive Board, be responsible for the Large Group Festivals.

SECTION 6. JAZZ ALLSTATE COMMITTEE CHAIRPERSON

The Jazz All-State Conference Committee Chairperson shall, with a committee nominated by the chairperson and approved by the Executive Board, be responsible for the NHMEA Jazz All-State Music Festival. His/her committee shall consist of the following positions: Jazz Auditions Chairperson, All-State Jazz Band Chairperson, All-State Jazz Chorus Chairperson, and the current festival host.

SECTION 7. ELEMENTARY HONORS CHOIR FESTIVAL COMMITTEE CHAIRPERSON

The Elementary Honors Choir Festival Committee Chairperson shall, with a committee nominated by the chairperson and approved by the Executive Board, be responsible for the Elementary Honors Choir Festival.

SECTION 8. COMPOSITION FESTIVAL COMMITTEE CHAIRPERSON

The Composition Festival Committee Chairperson shall, with a committee nominated by the chairperson and approved by the Executive Board, be responsible for the Composition Festival.

SECTION 9. COUNCIL FOR GENERAL MUSIC CHAIRPERSON

The chairperson for the Council of General Music Education is responsible for setting annual goals and organizing meetings for the council. In conjunction with the liaison from the Executive Board, the council chairperson will report on council proceedings to the Executive Board and the Association.

SECTION 10. COUNCIL FOR BAND EDUCATION CHAIRPERSON

The chairperson for the Council of Band Education is responsible for setting annual goals and organizing meetings for the council. The Band Education Chairperson additionally is responsible for sharing band programs for NHMEA festivals with the council for input. In conjunction with the liaison from the Executive Board, the council chairperson will report on council proceedings to the Executive Board and the Association.

SECTION 11. COUNCIL FOR CHORAL EDUCATION CHAIRPERSON

The chairperson for the Council of Choral Education is responsible for setting annual goals and organizing meetings for the council. The Choral Education Chairperson additionally is responsible for sharing choral programs for NHMEA festivals with the council for input. In conjunction with the liaison from the Executive Board, the council chairperson will report on council proceedings to the Executive Board and the Association.

SECTION 12. COUNCIL OF EVENTS

The chairperson for the council of events is the Executive Director. The chairperson is responsible for setting annual goals and organizing meetings for this council. The chairperson will report on council proceedings to the Executive Board and the Association.

SECTION 13. COUNCIL FOR STRING EDUCATION

The chairperson for the Council of String Education is responsible for setting annual goals and organizing meetings for the council. The String Education Chairperson additionally is responsible for sharing string programs for NHMEA festivals with the council for input. In conjunction with the liaison from the Executive Board, the council chairperson will report on council proceedings to the Executive Board and the Association.

SECTION 14. COUNCIL FOR ADVOCACY AND MEMBERSHIP OUTREACH

The chairperson for the Council for Advocacy and Membership Outreach is responsible for setting annual goals and organizing meetings for the council. In conjunction with the liaison from the Executive Board, the council chairperson will report on council proceedings to the Executive Board and the Association.

SECTION 15. PROFESSIONAL DEVELOPMENT COMMITTEE CHAIRPERSON

The Professional Development Committee Chairperson shall, with a committee nominated by the chairperson and approved by the Executive Board, be responsible for the NHMEA Fall and Spring Conferences.

ARTICLE VII MEETINGS

SECTION 1. SPRING ALL-MEMBER MEETING

The Spring All-Member Meeting of the Association shall be held during the spring inservice conference. Notice of such meetings will be provided to all Members by mail, fax or email, at least seven (7) days in advance.

SECTION 2. FALL ALL-MEMBER MEETING

A Fall All-Member Meeting shall be held in the month of October during the fall inservice conference. Notice of such meetings will be provided to all Members by mail, fax or email, at least seven (7) days in advance.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Association may be called by the President of the Association, or at the request of twenty (20) voting members of the Association. Notice of such meetings must be communicated via mail, fax or email, by the Secretary to the membership not later than fourteen (14) days prior to said meeting.

Special meetings of the Executive Board may be called by the President of the Association, or at the request of (3) voting members of the Executive Board. Notice of such meetings must be communicated to the membership and Executive Board not later than (7) days prior to said meeting.

SECTION 4. EXECUTIVE BOARD MEETINGS

The Executive Board shall meet eight times each year. The date for meetings shall be included in the Annual Calendar presented at the Spring All-Member Meeting. No additional notice of such meetings shall be required.

Council and Committee Chairs and all members with appointed positions will meet with the Executive Board three times a year (in August or September, Chamber Music Festival, and Thursday evening during the spring inservice conference).

SECTION 5. COUNCIL AND COMMITTEE MEETINGS

The Councils will meet at least twice in person each year. The Councils may set meeting dates as needed. The meetings may be conducted in person or by telephone or Skype-style contemporaneous conferences. No "meetings" may be conducted by email or online "chats".

SECTION 6. ATTENDANCE

All members of the Executive Board are expected to attend all Executive Board meetings. Absences from three (3) meetings in a fiscal year shall be investigated and such excessive absences may result in removal from office pursuant to Section 7 below.

Council chairs and appointed positions are expected to attend the meetings as defined in Article VII, Sections 4 and 5. Absences from two (2) meetings in a fiscal year shall be investigated and such excessive absences may result in removal from their position pursuant to Section 7 below

SECTION 7. RESIGNATION AND REMOVAL

1. Resignation. Any Executive Board member, Officer or person appointed to any position in the Association may resign his or her position at any time. Such resignation is to be made in writing and to take effect from the time of its receipt by the Secretary of the Association, unless some other time is fixed in the resignation.

2. Removal. Any Officer, any member of the Executive Board, the Executive Director and any appointed person may be removed from office by a two thirds vote of the Executive Board. However, no such vote shall be taken until after a written petition for removal is filed with the Executive Board and the person whose removal is sought receives notice of said petition by first class mail. Further, said person shall be given the opportunity to make an oral or written response to the Executive Board within fourteen (14) days of the mailing of the notice. Any meeting called to include the vote on removal of such person shall not be held until after the fourteen (14) days provided for above have elapsed.

**ARTICLE VIII
QUORUMS**

SECTION 1. ASSOCIATION MEETINGS

Twentyfive (25) voting members present shall constitute a quorum.

SECTION 2. EXECUTIVE BOARD MEETINGS

Four (4) voting members of the Executive Board present shall constitute a quorum.

**ARTICLE IX
COMPLIANCE WITH INTERNAL REVENUE CODE
AND SARBANES OXLEY LAW**

SECTION 1. No part of the net earnings of this Association shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that this Association shall be authorized and empowered to pay reasonable compensation for services actually rendered to it or on its behalf, and to make payments and distributions in furtherance of its stated purposes.

SECTION 2. No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and this Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

SECTION 3. No activities of this Association, or by any member of this Association, shall be such as to result in the imposition of a tax pursuant to Section 4941 of the Internal Revenue Code of 1954, as amended, and the Regulations hereunder (pertaining to acts of "self-dealing," as defined by Section 4941 (d) of said Code).

SECTION 4. No activities or lack of activities of this Association shall be as to result in the imposition of a tax pursuant to Section 4942 of the Internal Revenue Code of 1954, as amended, and the Regulations hereunder (pertaining to excess business holdings).

SECTION 5. This Association shall make no investments of any nature, or purchases or sales of any right, option or warrant such as to result in the imposition of a tax pursuant to Section 4944 of the Internal Revenue Code of 1954, as amended, and the Regulations hereunder (pertaining to investments which jeopardize charitable purposes).

SECTION 6. This Association shall make no expenditures such as to result in the imposition of tax pursuant to Section 4945 of the Internal Revenue Code of 1954, as amended, and the Regulations hereunder (pertaining to taxable expenditures).

SECTION 7. Notwithstanding any other provision of the Constitution, this Association shall not carry on any other activities impermissible to (i) a corporation or association exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, and the Regulations hereunder, or (ii) a corporation or association, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, as amended, and the Regulations hereunder.

SECTION 8. Upon dissolution of this Association, which may be by majority vote at any duly warned meeting of the Association, the members of this Association shall, as they determine, after paying or making the provision for the payment of all the liabilities of the Association, dispose of all the assets of this Association exclusively for the purposes of this Association, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and the Regulations hereunder. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of this Association shall then be located, exclusively for such purposes or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

SECTION 9. The Executive Board of Directors of the Association shall adopt and keep in force the following additional policies: (a) Conflict of Interest Policy, to be signed annually by all Executive Board members; (b) Whistleblower Protection Policy; and (c) Document Retention/Destruction Policy, as required by the SarbanesOxley Law.

ARTICLE X ANNUAL CALENDAR

SECTION 1. Proposed dates for all Association-sponsored functions shall be prepared by the President for consideration of the Executive Board at its January meeting. The Executive Board shall adjust as needed and present the Annual Calendar to the membership at the Spring All-Member Meeting. The membership shall modify as needed and approve the Annual Calendar.

SECTION 2. After the Spring All-Member Meeting, the Executive Board may add, delete or change dates in the Annual Calendar if required.

SECTION 3. The fiscal year shall be from July 1st to June 30th.

**ARTICLE XI
STUDENT PARTICIPATION**

SECTION 1. Students participating in any Association-sponsored activity shall be selected only from schools that are Sponsoring District Members of the New Hampshire Music Educators Association and are in good standing.

**ARTICLE XII
REGULATION
S**

SECTION 1. The Secretary shall see that an up-to-date copy of the By-Laws, together with any other regulations and guidelines governing the conduct of the organization or individuals, is available to the members.

**ARTICLE XII
COMMITTEES**

SECTION 1. Special committees shall serve during the term of the administration in which they are appointed or for such periods as may be determined by the President and Executive Board.

**ARTICLE XIV
AMENDMENTS**

SECTION 1. These ByLaws may be amended by a simple majority vote of the membership voting, provided that notice of such proposed amendments is communicated to the total membership not fewer than fourteen (14) days prior to the voting, and approved by the Executive Board.

SECTION 2. Voting on amendments of the By-Laws may be done at any All-Member Meeting of the Association.

These Revised By-Laws, encompassing the Original Constitution and By-Laws, adopted by the Membership at the Annual Meeting on April 11, 2014. These By-Laws were revised by the Membership at the All-Member meeting on October 20, 2016 .
