



Colorado Music Educators Association
By-Laws
Revisions adopted on January 24, 2024

COLORADO MUSIC EDUCATORS ASSOCIATION
BYLAWS
January 24, 2024

ARTICLE I
NAME AND AFFILIATIONS

Section 1: The name of this association is "COLORADO MUSIC EDUCATORS ASSOCIATION," hereinafter also designated as "CMEA" or the "Association."

Section 2: Colorado Music Educators Association shall function as the official state affiliate of NAFME. - The National Association for Music Education, hereinafter also designated as "NAFME."

Section 3: The Colorado Music Educators Association also functions as the music division of the Colorado High School Activities Association ("CHSAA"). CHSAA and the CMEA Board of Directors determine representation on the CHSAA Music Committee.

ARTICLE II
PURPOSE

The purpose of the Colorado Music Educators Association shall be to promote and improve music education in the state of Colorado.

ARTICLE III
GOVERNANCE

Section 1: Vesting of Government - The government of this Association is vested in its members, who have the right of control in all of its affairs.

Section 2: Board of Directors - The activities and affairs of this Association shall be conducted subject to provisions of law, the Articles of Incorporation, and these Bylaws. All Association powers shall be exercised by or under the direction of the Board of Directors ("the Board"). The Board shall be the general policy-making body of the Association and shall be responsible for the budget and all Association business affairs. The Board shall serve as the legal representative of the Association.

Section 3: Councils - The Councils shall be responsible for the activities of the Association and shall represent the membership to the Board. The Councils shall hold programmatic responsibility for the annual conference and publications and shall also provide input to the Board regarding policies of the Association.

Section 4: State Assembly - The State Assembly shall identify and discuss issues of interest and concern to the membership and provide direction to the Board and the Councils.

ARTICLE IV MEMBERSHIP

Section 1: Active Members - Active membership shall be open to persons engaged in music teaching or other music-related educational work. Each active member shall have the right to vote and to hold office. Each active member shall hold concurrent membership in NAFME.

Section 2: Life Members - CMEA shall extend the same rights and privileges of active membership in the Association to all persons holding Life Membership in NAFME.

Section 3: Introductory Members - CMEA shall extend the same rights and privileges of active membership in the Association to all persons holding Introductory Membership in NAFME.

Section 4: Student Members –

- A. Collegiate membership shall be open to music students in teacher education programs at the college or university level that are not employed full time as teachers and whose institution maintains a collegiate chapter. Collegiate members shall receive all privileges of active membership except the right to vote or to hold office in CMEA.
- B. Tri-M Music Honor Society Membership shall be open to high school or junior high/middle school students who are enrolled in a school sponsored music program and meet the requirements of membership of their local chapter. Tri-M members may not hold office or vote.

Section 5: Retired Members - Retired membership shall be open to former music educators who have retired from teaching or other music education activities and who were members of NAFME at the time of retirement. Retired members shall have the same rights and privileges as active members.

Section 6: Retired Affiliates - Retired affiliate status shall be open to former music educators who have retired from teaching or other music education activities and who are members of NAFME at the time of retirement. Retired affiliates do not hold membership in NAFME or CMEA but are afforded the opportunity to attend the CMEA Clinic/Conference at a fee designated by the Board of Directors.

Section 7: Corporate Members - Corporate membership shall be open to all businesses or organizations that wish to support the Association. Corporate members shall have all rights and privileges of active members except the right to vote or to hold office.

Section 8: Honorary Life Members - Honorary life membership in CMEA may be awarded to individuals outside the field of professional music education in recognition of distinguished service to music education.

Section 9: Patron Members - Patron membership in CMEA may be awarded for one year to individuals who promote the advancement of music education.

Section 10: Other Members - Any changes or additions made by NafME to these categories of membership shall also be recognized by CMEA.

Section 11: Confidentiality- Personal profile information for members of the Association shall remain confidential and shall not be distributed to outside sources, in any form, without written consent from the individual member.

ARTICLE V DUES

The Board of Directors shall determine state dues for each membership category.

ARTICLE VI MEETINGS OF MEMBERS

Section 1: Annual Meeting - An Annual Meeting of the membership shall be held during the Association's annual conference. Written notice of the Annual Meeting and its agenda shall be given to the membership via one of the official publications.

Section 2: Special Meetings - Special meetings of the membership shall be called by the President at the direction of the Board of Directors or by petition signed by 20% of the active members. Special meetings shall be held at the time and place designated by the Board of Directors. At least 30 days written notice of any special meeting and its agenda shall be given to the membership through the mail or one of the official publications.

Section 3: Quorum - A quorum for the Annual Meeting of the membership shall consist of 5% of the active membership. A quorum for any special meeting of the membership shall consist of 10% of the active membership.

ARTICLE VII OFFICERS

Section 1: Officers - The officers of this Association shall be the President, the Immediate Past President, and the President-Elect.

Section 2: Succession - The President-Elect shall be elected by the membership for a six-year term: two years as President-Elect, two years as President, and two years as Immediate Past President.

Section 3: President - The President shall serve as the Chief Executive Officer of the Association and, subject to the control of the Board of Directors, shall supervise and control the affairs of the corporation and the activities of the officers. The President shall preside at all meetings of the Board of Directors and all membership meetings.

Section 4: Immediate Past President - In the absence of the President, or in the event of their inability to act, the Immediate Past President shall perform all the duties of the President. When so acting, they shall have all the powers of, and be subject to all restrictions on, the President.

Section 5: Powers and Duties - All powers, duties, and responsibilities of the officers of the Association shall be as set forth herein, and as provided by resolution of the Board of Directors.

ARTICLE VIII BOARD OF DIRECTORS

Section 1: Membership - The Board of Directors of CMEA ("the Board") shall be comprised of the elected officers of the Association (President, Immediate Past President, and President-Elect), and the Chair of each Council. The chair-elect of each Council shall serve as an **ex-officio** (non-voting) member of the Board.

Section 2: Executive Committee - The Executive Committee of the Board of Directors shall consist of the President, the Immediate Past President, and the President-Elect. They shall have the power to act for the Board of Directors in an emergency or between meetings of the Board in accordance with directions established by the Board. All actions of the Executive Committee shall be reported to the Board.

Section 3: Standing Committees and Task Forces - The Board of Directors shall have the power to create and eliminate standing committees and task forces as needed to accomplish its duties. The chairs of these committees shall report regularly to the Board. The Board shall designate membership on committees.

Section 4: Ex-Officio Appointments - The President with the approval of the Board of Directors shall have the power to create and eliminate ex-officio positions as needed to assist with functions of the Association. The President shall make appointments to these positions. Each ex-officio member will serve on the Committee or Council designated by the Board. Ex-officio members may be asked to attend State Assembly meetings in a non-voting, advisory capacity. The CMEA President will review, solicit interested parties to serve, and appoint new Ex-Officio positions during their term of office. Every two years, in even-numbered years, Ex-Officio positions will be announced. This announcement will include a window for a short application process with a job description outlining the position. The announcement of positions will be made in CMEA publications and social media accounts.

Section 5: Vacancies - Should an unexpected vacancy occur within an elected position prior to expiration of term, the President, with Board approval, shall appoint a replacement to fill that position until the next election. The Immediate Past President shall fill a vacancy in the office of President.

In the event that the President-Elect cannot fulfill their duties, or they have assumed the duties of the President, an Interim President-Elect shall be appointed by the Board of Directors. The

Interim President-Elect so appointed shall serve until the next annual election in an even number years to fill the vacancy. The interim President-elect will not move into the position of President. Preference should be given to Past Presidents who have served the association.

In the event that the Past President fills the Presidency the Board of Directors may appoint an interim Past President to serve until the next election cycle. Preference should be given to Past Presidents who have served the association.

Section 6: Removal From Office - Officers, Board Members, and Council Members may be removed from office by the Board of Directors as permitted by and in accordance with the laws of the State of Colorado.

Section 7: Regular Meetings - The Board of Directors shall hold at least three regular meetings per year (fall, winter, spring). The Executive Director shall provide at least ten days notice by email to all Board Members.

Section 8: Special Meetings - The President or two or more Board Members may call a Special Meeting at any time upon ten days written notice delivered by email to all Board Members.

Section 9: Waiver of Notice - Members of the Board may waive any required notice in writing. Such waiver, whether before or after the time of the meeting, shall be the equivalent to the giving of such notice.

Section 10: Quorum - A quorum of any meeting of the Board of Directors shall be a majority of its voting members.

ARTICLE IX

COUNCILS

Section 1: General Music Council - There shall be a General Music Council ("GMC") which shall be responsible for the activities of the Association related to K-12 general music education. The Council shall be comprised of a Chair, a Chair-Elect, and one Representative from each of the eight geographic districts. The Colorado Elementary All-State Choir Chair or their designee will serve as an ex-officio member of this GMC. The CUMC may choose to appoint an ex-officio collegiate member to the council.

Section 2: Instrumental Music Council - There shall be an Instrumental Music Council ("IMC") which shall be responsible for the activities of the Association related to K-12 instrumental music education. The Council shall be comprised of a Chair, a Chair-Elect, and one Representative from each of the eight geographic districts. The current Colorado American String Teachers Association President or their designee shall serve as an ex-officio member of the Instrumental Music Council. The CUMC may choose to appoint an ex-officio collegiate member to the council.

Section 3: Vocal Music Council - There shall be a Vocal Music Council ("VMC") which shall be responsible for the activities of the Association related to K-12 vocal music education. The Council shall be comprised of a Chair, a Chair-Elect, a Secretary, and one Representative from each of the eight geographic districts. The CUMC may choose to appoint an ex-officio collegiate member to the council.

Section 4: College and University Music Council - There shall be a College and University Music Council ("CUMC") which shall be responsible for the activities of the Association related to post-secondary education. The Council shall be comprised of a Chair, a Chair-Elect appointed by the Board of Directors, and one Representative from each Colorado college and university, which offers a program leading toward K-12 music education licensure in Colorado. If a College Appointed Representative on the College/University Council is unavailable for a required meeting, they must always communicate promptly with the Council Chair and CMEA Executive Director and attempt to find a replacement from the College/University to attend the meeting in their place. If a replacement is unavailable, the council member should stay actively engaged with the process, including contact with the chair and providing feedback on current agenda items (phone, email, virtually). If a College/University representative demonstrates a pattern of failing to participate in scheduled CMEA State Assembly meetings, the respective College/University will replace them, or they may be suspended from the council for a period of two years, resulting in that institution losing representation for that time.

The Collegiate NAFME President and Faculty Advisor shall serve on the CUMC in an ex-officio (non-voting) capacity. Collegiate student members shall constitute an official standing committee of CUMC and shall be chaired by the Collegiate NAFME President.

Section 5: Voting Rights - Each council member shall have equal voice and vote within each Council.

Section 6: Standing Committees and Task Forces - Each Council shall have the power to create and eliminate standing committees and task forces as needed to accomplish its duties. Membership of these standing committees and task forces shall be designated by each Council and communicated to the Board of Directors.

Section 7: Succession - Upon completion of the two-year term as Chair-Elect of each Council, the Chair-Elect shall immediately assume the duties as Chair for a two-year term.

Section 8: Meetings - Each Council shall meet at least three (August/January/June) times per year. The Chair or two or more members of any council may call a meeting at any time upon ten days written notice delivered by email to the email address of record of all members of the Council.

Section 9: Quorum - A quorum of any given Council shall consist of a majority of its voting members.

Section 10: Ex-Officio Members - Upon recommendation of a Council, the Board of Directors may appoint ex-officio members to that Council to represent other music associations such as Colorado Bandmasters Association, American Choral Directors Association, and American String Teachers Association.

**ARTICLE X
STATE ASSEMBLY**

State Assembly - State Assembly shall consist of the Board of Directors, all Councils, all Committees of the Board of Directors, and the Executive Director. The State Assembly shall meet at least three times per year.

**ARTICLE XI
ELIGIBILITY, TERM, AND ELECTION**

Section 1: Eligibility for Election - All persons seeking statewide elective office in the Association shall be Active Members or Retired Members of CMEA.

Section 2: Elected Positions - Elected positions of the Association shall include the following:

- A. President-Elect
- B. Chair-Elect of the GMC, IMC, VMC
- C. Secretary-of the GMC, and VMC Councils
- D. District Representatives to the GMC, IMC, and VMC Councils

Section 3: Term of Office - The term for each office is two years commencing on February 1 following the January election. The President-Elect and District Representatives from even-numbered districts will be elected in January of even-numbered years. Council Chairs-Elect, Council Secretary-and District Representatives from odd-numbered districts will be elected in January of odd-numbered years. Candidates running for President-elect who are not elected must wait one election cycle before running for the same office. Past-President and Council Chairs must wait one election cycle before running for the same office.

Section 4: Nominations

A. Nominations for President-Elect - A Nominating Committee consisting of the President-elect and the Chair-Elect of each Council shall recommend two candidates for President-Elect to the Board at the fall meeting for Board approval. The President-elect shall chair the Nominating Committee. In the event that the President-elect is unable to serve in this capacity, the Board of Directors shall appoint the Chair. Nominees for the President-Elect must have served at least one, two-year term on a CMEA Council or as a Council Chair.

B. Nominations for Council Officers and District Representatives - Each Council is responsible for selecting two candidates for each position on the ballot. Information on each candidate will be submitted to the President-Elect no later than October 1.

Section 5: Elections - Elections will be conducted by secret ballot. Only active and retired

members whose membership is current with National Association for Music Education at the time of the election are eligible to vote. The notification of election process will be completed through email to the email address on file with National Association for Music Education in January of each year. The election will open on the first Monday following January 1st of each year and close on the third Monday of January each year.

Section 6: Election Process - The Election Commission shall be chaired by the President-Elect and shall consist of the Chair-Elect (or designated representative) of each Council. The Election Commission will oversee the certification of the results of the election, the results shall be announced at the annual membership meeting, the results will be presented to the Board of Directors for approval at the January Meeting, and the results will be published on the CMEA web site by February 15th of each year. If necessary, a vote among the Election Commission will be completed to break a tie vote.

ARTICLE XII CMEA ALL-STATE ENSEMBLES

The Colorado Music Educators Association is tasked by the Colorado High School Activities Association with oversight of all designated “All-State” High School honor ensembles (band, choir, jazz choir, and orchestra). The CMEA Board approved the creation of an Elementary and Middle School All-State Choir program under the CMEA Umbrella. CMEA has appointed the Colorado Bandmaster Association with the task of running the Colorado All-State High School Band.

Each All-State Organization under the direct umbrella of CMEA will have an ex-officio board that operates under CMEA. The board will consist of a minimum of a Chair, Chair-Elect, Past chair, and Treasurer. It is recommended that the ex-officio board has geographic representatives from across the state.

Each ex-officio All-State Board will establish a set of By-Laws subject to the approval of the CMEA Board of Directors. Any changes to these by-laws must be voted on and approved by the full CMEA Board of Directors at a regular CMEA meeting.

Since the All-State Chair(s) are designated State Assembly Members (Ex-Officio) on the CMEA State Assembly, they are expected to attend the fall CMEA State Assembly meeting/Council meeting and are required to register for the CMEA annual Conference. An annual report for each All-State is to be given by the chair (or designee) at the fall meeting. All-State Chairs are non-voting members of the CMEA State Assembly.

The Ex-Officio Board is tasked with:

- Maintaining By-laws that assist their Ex-Officio Board and All-State program in the successful operation of the program
- Setting at least three annual meetings of their respective board
- Appointing a chair and other officers
- Setting student fees for their respective All-State
- Establishing a yearly budget in conjunction with the CMEA Executive Director

- Administering and managing the All-State program and event in conjunction with the CMEA Executive Director
- Selecting hotels, venues, and necessary contractors to support the program and working with the CMEA Executive Director to contract with these vendors and individuals
- Setting fees paid to accompanists and conductors in alignment with other NAFME State Organizations and approved through the CMEA Budget
- Enforcing eligibility requirements as set forth by the Colorado High School Activities Association
- Overseeing the execution and management of the event and supervision of students involved
- Following all established CMEA Policies
- Keeping minutes of all meetings in accordance with open record laws for non-profit organizations, posting these minutes on the All-States respective website, and forwarding a copy of all minutes to the CMEA Executive Director
- The chair or chair-elect must attend the August CMEA State Assembly meeting and provides a report to their respective CMEA assigned council

ARTICLE XIII PARLIAMENTARY AUTHORITY

The most current edition of Robert's Rules of Order shall govern all meetings of the Association.

ARTICLE XIII ADMINISTRATION

Section 1: Executive Director- The Executive Director shall be appointed by the Board of Directors and supervised by the President. The Board of Directors shall determine the authority, duties, and compensation of the Executive Director as an Independent contractor of the Association. The Executive Director will manage all aspects of association business, manage the annual conference, and perform other duties as specified by the President or the Board of Directors of the Association.

Section 2: Non-Salaried Administrative Personnel- Non-Salaried Personnel shall include operational support positions that are designated for specific operations and/or events of the Association. Designated positions shall be determined by the Board of Directors and supervised by the Executive Director. The Board of Directors shall determine the authority, duties, and compensation of these positions with input from the Executive Director and these positions will be offered as Independent Contractors of the Association.

Section 3: Fiscal Year - The Fiscal Year of the Associations shall be determined by the Board of Directors.

Section 4: Execution of Instruments - The Board of Directors may, by resolution, authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or

confined to specific instances. Unless so authorized, no officer, agent, or contractor shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 5: Check, Notes, and Deposits - Except as otherwise specifically determined by resolution of the Board, all checks, drafts, promissory notes, orders for the payment, and other evidence of indebtedness of the Association shall be signed by the President and countersigned by the Immediate Past President, President-Elect of the Association or the Executive Director. All banks, trust companies, or other depositories utilized for any Association funds must be selected by resolution of the Board.

Section 6: Gifts - The Board of Directors is authorized and empowered on behalf of the Association to receive any contribution, gift, bequest, or devise for the nonprofit purposes of the Association.

Section 7: Funds

a. All monies received from any source whatsoever for Association sponsored activities shall be turned over to the Executive Director within 10 business days and properly recorded.

Section 8: Books and Records - The Association shall keep correct and complete books, records of accounts, and minutes of the proceedings of its Board and Councils in accordance with the board approved Retention of Documents policy of CMEA.

Section 9: Financial Records – A-Compilation of the Association finances shall be made at the close of each fiscal year by a certified accounting agency. Every five years, beginning in 2029 an annual review of the Association finances shall be made at the close of that fiscal year (2029, 2034, 2039). The financial statements from the review or compilation shall be-made available to anyone requesting a copy of these documents.

Section 10: ALL-STATE RESERVE FUNDS- Each All-State Organization directly under the umbrella of CMEA is required to maintain a reserve fund equal to one year's operating expenses. CMEA will hold this reserve in a CMEA Savings Account for use in an emergency. Use of these reserve funds must be approved by the CMEA Board of Directors.

**ARTICLE XIV
PUBLICATIONS**

The Board of Directors shall designate the official publications of the Association. Payment of annual dues shall include-access to the publications of the Association designated by the Board of Directors for each membership category.

**ARTICLE XV
AMENDMENTS**

These By-Laws may be altered or amended by a majority vote of those members who cast ballots. Proposed amendments to these by-laws will be published on the CMEA website on the first Monday in January.

**ARTICLE XVI
Dissolution**

In the event of dissolution of this Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the Association. Dissolution of assets must be exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association 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.

**ARTICLE XVI
DISTRICT BOUNDARIES**

The CMEA Districts will be defined as follows. The District designated for representation on the CMEA Councils is based on the district of *employment for active members*, and *residence for retired members*.

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| District 1 | (SOUTH DENVER METRO) Denver, Arapahoe, and Douglas Counties |
| District 2 | (NORTH DENVER METRO) Jefferson, Adams, Gilpin, Clear Creek, Broomfield, Boulder Counties (except St. Vrain School District) plus Platte Canyon |
| District 3 | (NORTH CENTRAL AND NORTHEASTERN PLAINS) Larimer County, St. Vrain Valley School District, Weld, Morgan, Logan, Sedgwick, Phillips, Washington, Yuma, and Kit Carson Counties. |
| District 4 | (SOUTHEASTERN COLORADO) Cheyenne, Kiowa, Crowley, Otero, Bent, Prowers, Baca, Las Animas, Huerfano, and Pueblo Counties. |
| District 5 | (PIKES PEAK) Elbert, Lincoln, El Paso, Teller, and eastern Fremont Counties. |

- District 6 (SAN LUIS VALLEY) Costilla, Conejos, Alamosa; Rio Grande, Mineral, Saguache, western Fremont, Chaffee and Park Counties.
- District 7 (SOUTHWESTERN) Archuleta, LaPlata, Montezume, San Juan, Hinsdale, Dolores, San Miguel, Ouray, Gunnison, Montrose, Delta, and Mesa Counties.
- District 8 (NORTHWESTERN) Moffat, Routt, Jackson, Grand, Summit, Lake, Eagle, Pitkin, Garfield, and Rio Blanco Counties.