

By-laws of  
**Technology Institute for Music Educators**  
Proposed Bylaw revision December 8, 2007  
As revised and adopted by a vote of the  
Board of Directors on October 7, 2007

## **Article I**

The organization

### **Section 1.1** Name and Location

The organization shall be known as the Technology Institute for Music Educators with the official acronym being "TI:ME". Its principal office shall be in Wyncote, Pennsylvania.

### **Section 1.2** Purpose

The mission of the Technology Institute for Music Educators is:

1. To promote the use of technology in music education.
2. To foster professional growth among music educators.
3. To recognize professional growth among music educators by recognizing achievement through a certification program.

### **Section 1.3** Fiscal Year

The fiscal year shall begin on January 1st and end on December 31st.

## **Article II**

The Board of Directors

**Section 2.1** The organization shall have a Board of Directors consisting of not less than twelve (12) nor more than twenty (20) persons, of whom one shall be the serving Executive Director of the Technology Institute for Music Educators.

**Section 2.2** The members of the Board of Directors shall be elected by a majority of the Directors attending a meeting of the Board. Directors shall serve for three years and may be re-elected to subsequent terms by a majority vote of the Board.

**Section 2.3** As nearly as may be possible, the Directors shall be elected in three classes so that an equal number of terms shall begin and end at each Annual Meeting. Directors serving as of the adoption of these revised By-laws shall be divided into classes to serve terms of one, two, and three years

respectively, and shall be eligible to serve subsequent three-year terms.

**Section 2.4** Any member of the Board of Directors may be removed from office at any meeting of the Board by the affirmative vote of two-thirds of the Directors then in office; provided that notice of the proposed removal shall have been given to all Directors not less than ten days prior to the meeting.

**Section 2.5** Any vacancy on the Board of Directors may be filled by the majority vote of those Directors present at any meeting of the Board.

**Section 2.6** Upon nomination by the Committee on Membership, a Director who has served at least two terms, during which he or she served the organization with distinction, may be elected a Director Emeritus. Election shall be by a majority of the Directors attending a meeting of the Board.

**Section 2.7** Directors Emeriti shall be elected for three-year terms and may

be re-elected without limitation. They shall be entitled to receive notices of all meetings of the Board, to attend and speak at all such meetings, to receive minutes of all meetings of the Board, and to serve on all committees.

**Section 2.8** Directors Emeriti shall be entitled to vote in meetings of any committee on which they may serve, but shall not have voting powers in meetings of the Board of Directors.

### **Article III**

#### **Authority and Responsibility of the Board of Directors**

The Board of Directors shall have all necessary and convenient powers to direct and manage the business and affairs of the organization. The primary functions of the Board of Directors shall be the establishment of policy and the sound management of the resources of the organization in furtherance of the purposes of the organization as set forth in Section 1.2. The Board of Directors shall have the powers to carry out any other functions that are permitted by these By-laws, except as limited by law. The powers of the Board of Directors shall include, but shall not be limited to, the following:

**Section 3.1** To understand, determine, and periodically review the distinctive

mission and purposes of the organization;

**Section 3.2** To establish and review major organization policies and long-range plans;

**Section 3.3** To appoint the Executive Director of the Technology Institute for Music Educators, who shall be the chief executive officer of the organization, by a majority vote of the Directors present at a meeting of the Board of Directors; and to remove him or her from office by a two-thirds vote of the entire Board;

**Section 3.4** To appoint and remove the Officers of the Board of Directors;

**Section 3.5** To establish criteria and periodically assess the role and effectiveness of the Board and its members in executing its powers and fulfilling its responsibilities;

**Section 3.6** To review and take appropriate action respecting the budgets of the organization, which shall be submitted to the Board by the Executive Director;

**Section 3.7** To establish investment and spending policies for the management of the assets and endowments of the organization in light of the organization's purposes;

**Section 3.8** To determine the direction and feasibility of all major fund raising efforts of the organization and to establish guidelines for the solicitation of funds;

**Section 3.9** To authorize the sale, purchase, or lease of real estate and major items of personal property for the use of the organization, provided that such transactions are incidental to and in furtherance of the organization's purposes;

**Section 3.10** To authorize the organization to accept gifts, donations and/or bequests; provided that the acceptance of any of the foregoing that involves assuming material obligations must be ratified by a majority vote of the Directors present at a meeting at which a quorum is present;

**Section 3.11** To authorize the incurring of debts by the organization and the securing thereof by mortgage and pledge of real and personal property, tangible and intangible, presently owned or to be acquired by the organization, provided that such transactions are incidental to and in furtherance of the organization's purposes;

**Section 3.12** To constitute within the membership of the Board any standing or ad hoc committees, as the Board from time to time may deem necessary or convenient to the efficient exercise of its powers and functions;

**Section 3.13** To approve the policies, terms and conditions that apply to the employees and membership of the organization.

## **Article IV**

### Officers of the Organization

**Section 4.1** The Officers of the Organization shall be an Executive Director, President, President-Elect, Past President, Secretary, and Treasurer.

The President shall serve a term of two years.

The President-elect shall serve a term of two years, after which this person will ascend to the presidency. The President-elect, upon election, will immediately become a member of the Executive Committee.

The Past President will serve a term of two years after the term of presidency has concluded, and remain a member of the Executive Committee during this two-year period.

The election for President-elect will occur every two years, in the spring. The Executive Director will notify the membership that nominations are open for the position of President-elect. The nominees will be submitted to the Executive Director by the TI:ME membership between February 1 and March 1 of the electoral year. The Executive Director will then request permission from the four nominees receiving the largest number of nominations to be included in the nominee slate. The top four vote recipients who agree to run for President-elect will then comprise the slate of nominees.

When permission is granted, and the slate is set, the general membership of TI:ME will be notified of the candidates nominated for President-elect by the Executive Director. The voting must be completed by May 1 of the electoral year.

Should a run-off be necessary, the Executive Director will call for a second vote from the membership. The vote must be completed by June 1<sup>st</sup>.

The President and President-elect will officially take office at the October meeting of the Board.

**Section 4.2** Except the Executive Director, who shall be an appointed officer, the Officers of the Organization shall be elected from among membership

of the Board.

**Section 4.3** The Board may approve the appointment of other officers, as it deems necessary.

#### **Section 4.4**

##### **Executive Director**

1. As the administrative leader of the organization, the Executive Director shall bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policy-making responsibilities.
2. The Executive Director shall be the chief executive officer of the organization and as such shall have charge of the day to day affairs of the organization, subject to the authority of the Board of Directors. The Executive Director shall have the responsibility for the hiring and firing of all other employees of the organization and for the preparation of and adherence to annual budgets to be presented to the Board of Directors for its approval. The Executive Director shall advise the Board of Directors concerning all matters relevant to successful accomplishment of the organization's goals and objectives, as they may have been set by the Board. The Executive Director shall serve, ex-officio, as a member of the Board of Directors.
3. The Executive Director shall exercise general oversight, care, and management of all property and business of the organization, sign agreements, documents, and commitments on behalf of the organization; and, together with the Treasurer, have custody of the funds of the organization.
4. Except so far as the authority and duties set forth in this Article may be specifically prescribed by law, by the By-laws, or by the Board of Directors, the Executive Director shall have the authority, on behalf of the Directors, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee, to manage the organization effectively and to formulate and implement policies compatible with the Board's intentions.

**Section 4.5** The President shall preside over all meetings of the Board of Directors, shall have a right to vote on all questions, shall appoint the chairs of all committees and shall have such other powers and duties as the Board from time to time may prescribe.

**Section 4.6** The President-elect shall become, immediately upon election, a member of the Executive Board, preside when the President is unable to do so, shall have the right to vote on all questions, and shall become an ex-officio member of all committees of the Board of Directors.

**Section 4.7** The Secretary shall be an appointed officer by the Board of Directors. The Secretary shall take minutes at all meetings, and have custody of all official papers of the organization. The Secretary shall issue notices of regular meetings (and if so requested, special meetings) and shall conduct the general correspondence of the organization.

**Section 4.8** The Treasurer shall collect and have custody of all funds of the organization and shall keep accounts thereof. The treasurer shall pay from available funds of the organization all bills incurred by the organization and authorized by the Board of Directors. The treasurer shall render to the

organization at each Board meeting a complete financial statement. An audit shall be done annually by an external source and the result published to the Board.

## **Article V**

### **Committees of the Organization**

Board members, chosen by the President, shall chair all committees of the Organization. Where appropriate, as determined by the President, committees may be led by co-chairs.

#### **Section 5.1 Executive Committee (formerly Business/Organization)**

The Executive Committee will develop and assist in the execution of short and long-term plans that ensure the financial solvency of TI:ME. Specific attention will be devoted to identifying possible revenue streams and funding opportunities, as well as developing and managing TI:ME's operating budget.

#### **Section 5.2 Grants Committee**

The Grants Committee will manage all existing grants, actively seek additional grants, and will develop a plan for research projects that support the goals of TI:ME.

#### **Section 5.3 Research Committee**

The Research Committee will develop a plan for research projects that support the goals of TI:ME.

#### **Section 5.4 Publications/Newsletter**

The Publications/Newsletter Committee will investigate ways the TI:ME organization can derive benefit from its existing publications, and make recommendations for development of additional materials for potential publication. The committee will investigate various approaches to revenue generation from this content including self-publishing, distributorships, online delivery, and commercial publishing opportunities. The committee will develop all aspects of the TI:ME Newsletter "the ti:mes" to include copy, advertising, and distribution. The Publications Committee will make regular reports to the executive committee at the regular meetings in April and October.

#### **Section 5.5 Education (Curriculum/Courses, Certification committees)**

The Education Committee will review and periodically update all TI:ME course materials; will facilitate TI:ME certification and alternate certification; facilitate TI:ME instructor certification; and will recruit and organize TI:ME certification sites.

#### **Section 5.6 Conference**

The Conference Committee will develop, plan, and implement the annual TI:ME National Conference, including budget, program, facilitation, and other areas.

#### **Section 5.7 Membership**

The Membership Committee will manage and facilitate all matters relating to TI:ME membership. The Membership committee will review all Board members' contributions at the end of each three-year term, and make recommendations to the Board for re-appointment for subsequent terms.

#### **Section 5.8 Public Relations**

The Public Relations Committee will formulate a strategy that will

significantly increase the exposure, in all available media, given to TI:ME's activities, publications, and programs. The success of our strategy will be measured by increased name and logo recognition of TI:ME among music educators, increased awareness of TI:ME's purpose, and increased awareness of TI:ME's benefits.

**Section 5.9 Web Site**

The TI:ME web site committee is charged with developing and maintaining a web presence. The web presence will create revenue for TI:ME through advertising and ecommerce. The web site committee will create a prioritized list of services needed, research ISPs, research potential advertising sources, create a budget for the project, and then develop the necessary content.

**Section 5.10 Special and Ad Hoc Committees**

In addition to the Standing Committees just described, the President may establish Special and/or Ad Hoc Committees to meet specific long- or short-term needs.

**Article VI**

**The Board of Advisors**

An advisory board made up of not more than fifty (50) members of the educational community, industry and prominent music educators shall be maintained.

**Section 6.1** The purpose of the Advisory Board is to further the objectives of the organization and to provide input and advice to the Board of Directors and Executive officers.

**Section 6.2** The Advisory Board shall be appointed by the Board of Directors, chosen from among recommendations made by the organization membership.

**Section 6.3** The term of the Advisory Board shall be for a period of (3) three years. In the year preceding the end of term for each Advisory Board member, the Executive Committee shall review the member's involvement and participation and recommend renewal or termination. Advisory Board members will be informed of their renewal status and if they agree to renew

their involvement, their new term will commence on the anniversary date.

**Section 6.4** Members of the Advisory Board shall actively participate in standing committees, conference calls (when appropriate), and other communications with the Board of Directors.

**Section 6.5** The Advisory Board will meet bi-annually concurrent with the national conference of the Music Educators National Conference.

**Section 6.6** The recipient of the Mike Kovins T:ME Teacher of the Year Award. The teacher of the year in any given year will immediately become a member of the Advisory Board.

**Article VII**

**Meetings of the Board of Directors**

**Section 7.1 Regular Meetings**

The annual meeting of the Board of Directors shall be held in October each

year, or at such earlier or later date as may be determined from time to time by the President at such place, time, and hour as the President shall designate. Other regular meetings of the Directors may be held at such places and at such times as the Directors may determine, as long as at least two meetings per year are held.

**Section 7.2 Special Meetings**

Special meetings of the Board of Directors may be held at any time and at any place when called by: the President, the Executive Director; or by five or more Directors.

**Section 7.3 Notice of Meetings**

Notice of the time and place of each meeting of the Directors shall be given to each director by mail at least ten days before the meeting addressed to him or her at his or her usual or last known business or residence address or, in the event of an emergency as determined by the lesser of five Directors or two-thirds of the Directors then in office, in person or by telephone or e-mail at least forty-eight hours before the meeting.

**Section 7.4 Quorum**

At any meeting of the Directors, the presence (physically or electronically) of at least half, or fifty (50%) percent of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned, without further notice.

**Section 7.5 Action by Vote**

When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of organization, or these By-laws. Directors not present at a meeting may, by prior written notice to the President, assign their vote by proxy to an attending Director.

**Section 7.6 Action by Writing**

Any action required or permitted to be taken at any meeting of the Directors may be taken, without a meeting, if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

**Section 7.7 Presence through Communications Equipment**

Unless otherwise provided by law or the Articles of organization, Directors may participate in a meeting of the Board by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

**Article VIII Membership**

Membership is granted in the organization for a period of one year upon receipt of the fee established from time to time by the Board of Directors in furtherance of Section 3.13 of these Bylaws. Membership shall commence in the month in which the membership fee is received and continue for one full year.

Membership shall be open to any person, school or corporation. Membership includes the rights to attend any and all meetings, participate in all activities, and

vote in any activities designed for the membership.

**Section 8.1 Types of membership**

There are four (4) types of membership including Individual, Institutional/commercial, Student and Library. Specific benefits for each type of membership shall be determined from time to time by recommendation of the Membership Committee and by review of the Board of Directors.

**Section 8.2 Dues**

Appropriate dues for each category of membership shall be set by recommendation by the Membership Committee and by review of the Board of Directors.

**Article IX**

Personal Liability; Indemnification

**Section 9.1 No Personal Liability**

The Directors, Advisors, and Officers of the organization shall not be personally liable for any debt, liability, or obligation of the organization. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the organization, may look only to the funds and property of the organization for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the organization.

**Section 9.2 Indemnification**

The organization may, to the extent legally permissible, indemnify each person who serves as one of its Directors, Advisors, or Officers (each such person being herein called a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the organization; provided, however, that a Person shall be entitled to indemnification for any pending or threatened action, suit or other proceeding only if such Person provides prompt notice to the Board of Directors of the pending or threatened action, suit or proceeding, and such indemnification is approved by vote of a majority of the Board of Directors. Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the organization, after notice that it involves such indemnification, by a disinterested majority of the Directors then in office who may, at their discretion, require an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that his

or her action was in the best interests of the organization. Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the organization in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this provision. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment. The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Section shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law. As used in this provision, the term "Person" includes such Person's respective heirs, executors and administrators, and an "interested" Trustee or Officer is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is then pending.

## **Article X**

### Interested Directors

**Section 10.1** A director shall be considered to have a conflict of interest if (a) such Director has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the organization, or (b) such Director is aware that a member of his or her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children, and any other relative if the latter reside in the same household as the Director), or any organization in which such Director (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interests. All Directors shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Director shall vote on any matter, under consideration at a Board or committee meeting, in which such Director has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Director having a conflict of interest abstained from voting. Any Director who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the questions by majority vote.

## **Article XI**

### Prohibition on Inurement

**Section 11.1** No part of the assets or net earnings of the organization shall inure to the benefit of any Director or officer of the organization or any individual and any action of the Board of Directors or the Officers of the organization which would give rise to any such private inurement shall be void and of no effect.

## **Article XII**

### Prohibition of Discrimination

**Section 12.1** In administering its affairs, the organization shall not

discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, sexual preference, age, handicap, or status as a veteran.

### **Article XIII**

#### Review and Amendment of By-laws

**Section 13.1** These By-laws may be altered, amended, or repealed by a two-thirds vote of those Directors present at any meeting; provided that notice of the substance of the proposed amendment was sent to all the Directors at least ten days before the meeting.