

Florida Orchestra Association, Incorporated

ARTICLE I. – NAME

The name of this Corporation, not for profit, shall be “Florida Orchestra Association, Incorporated”

ARTICLE II. – PURPOSE

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its member, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 510(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under 170(c)(23) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific goals of this organization shall be:

1. To promote and develop interest in instrumental and general music in Florida’s secondary schools; and
2. To encourage improvement and advancement in school instrumental music groups; and
3. To promote experience e in music for each student in Florida schools; and
4. To advance music education in the State of Florida; and
5. To encourage and assist in the professional growth of the membership.

ARTICLE III. – MEMBERSHIP

Section 1. **Types of Membership**

- A. Active membership in the Association shall be open to individuals who are employed as public or private music teachers in the State of Florida, or who are engaged in the teaching or musical direction of orchestral instrument at any level.
- B. Associate membership in the Association shall be open to persons or institutions interested in the furtherance of the purposes of this Association as stated under Article II. Associate members may not vote nor hold office. Add (see membership section 2.B.)
- C. Collegiate membership is open to all individuals who are currently enrolled in a two (2) or four (4) year institution of higher learning in the State of Florida. Collegiate members are not eligible to vote or hold office
- D. Honorary membership which is for life, is recommended by the Executive Board and conferred by majority vote at a General Business meeting. Honorary members are exempt from the payment of dues. Honorary members are not eligible to vote or hold office.
- E. Life Membership is automatically conferred upon those who have been Active FOA members for twenty-five (25) consecutive years. Life members are eligible to vote, but not hold a State elected office.
- F. Retired membership is open to individuals who have retired from teaching instrumental music in Florida or another state. Retired members are eligible to vote, but not hold a State elected office.

Section 2. **General Statement**

- A. Dues shall be paid to the Executive Director, either directly or through MENC/FMEA. The membership and fiscal year is from July 1 to June 30. Membership rolls will be purged on September 15 each year.

- B. Active, Associate and Collegiate membership, or reinstatement of that membership level in the Florida Orchestra Assoc, Inc. shall be contingent upon becoming a Full Active or Active Research member of the MENC/FMEA. Other membership categories shall be exempt from the requirement of being a member of the MENC/FMEA, but those members are strongly encouraged to join.

Section 3. Suspension of Members

The Executive Board may suspend any member of the Association from the exercise of all rights and privileges of membership during any period not extending beyond the next business meeting of the Association, for any cause which shall, in their opinion, render such suspension necessary or expedient, provided that at least four (4) members of the Executive Board are present at the meeting at which suspension is voted and that a majority of such members consent thereto. Whenever suspension of a member has thus occurred, the membership of the Association shall, at the next business meeting by majority vote, either reinstate the member or uphold the suspension, which thereby becomes expulsion. In the event that a member previously expelled wishes to re-join the Association, he/she may do so only if approved by a majority of the Executive Board and a majority vote of the members present at then next business meeting.

Section 4. Suspension of Board Members

The Executive Board may, by a majority vote, suspend any member of the Executive Board from acting in his/her office and appoint a replacement. Such suspension must be upheld by majority vote of the membership of the Association at the next business meeting. Suspension from office does not affect an officer's membership status.

ARTICLE IV. – DUES

Section 1. Payment

The annual dues for the Florida Orchestra Assoc, Inc. shall be set by the Executive Finance Committee and approved by the Executive Board at the May board meeting for the following fiscal year. Notification of dues will be posted on the Association's web site, and will also be available from the Executive Director.

Section 2. Non-payment

In the event a member fails to pay dues, the Association has no obligation to send such member any bulletins. A member who is suspended by reason of non-payment of dues may be fully reinstated upon payment of dues for the current year.

ARTICLE V. – OFFICERS AND MANAGEMENT

Section 1. Officers

- A. The Officers of the Corporation at the State level shall be a President, a Past-President, a President-Elect (9-10 All State Orchestra Chair), a 7-8 All State Orchestra Chair, a 11-12 All State Orchestra Chair, a 7-8 Honors Orchestra Chair.
- B. The Officers of the Corporation at the District level shall be a District Chair and if desired by a District a District Treasurer, with only one District officer voting on the Executive Board.

Section 2. Elections/Appointments

- A. State officers shall be nominated and elected every two (2) years, or as needed, at a business meeting of the Association. Such election shall be by majority vote, using a secret ballot. If an officer is unable to complete his/her term of office, the Executive Committee (see Structure of the Board Section 3. B.) shall appoint a member to complete the unexpired term of that office.
- B. The President-Elect (9-10 All State Orchestra Chair) and the 11-12 All State Orchestra Chair shall be elected in January of the odd-numbered years and the 7-8 All State Orchestra Chair and the 7-8 Honors Orchestra Chair shall be elected in January of the even-numbered years. Each office is for a two (2) years, beginning July 1 of the calendar year following the meeting at which they were elected.
- C. Only Active members may hold an elected office. Associate, Collegiate, Honorary, Life, and Retired members are not eligible to become officers. (Any officer who takes normal retirement from teaching/supervision of strings and thus assumes Retired membership status may finish out the remainder of his/her term of office.)

Section 3. Structure of Board

- A. Finance Committee; shall be made up of the President, Past-President, and President-Elect (9-10 All State Orchestra Chair). Their duties include, but are not limited to: preparing the annual budget of the Association for presentation at the Fall Board Meeting, appoint, and then execute a contract with an Executive Director to

run the daily operations of the Association, and make adjustments, approve expenditures or amend the Association's budget.

- B. Executive Committee; shall include all members of the Finance Committee and the 7-8 All State Orchestra Chair, the 11-12 All State Orchestra Chair, and the 7-8 Honors Orchestra Chair. Their duties include but are not limited to approval of the Association budget (or adjustments that may be recommended), the annual review of the Executive Director, and serving on Association Committees as necessary.
- C. Executive Board; shall include all members of the Executive Committee, and all District Chairpersons. District Chairpersons will represent each geographical area of the State as set forth by FSMA, and will either be elected by their District's membership or appointed by the President of the Association for a two (2) year term. Their duties include but are not limited to representing the interests of the District's membership at Board meetings, contribute to the Executive Director review, and serve on various committees of the Association.

Section 4. **Executive Director**

- A. An Executive Director will be appointed and offered a contract (including salary) by the Finance Committee with final approval for appointment and contract by the Executive Committee. This appointment is subject to contractual and salary review by the Executive Committee annually with input from the Executive Board.
- B. The Executive Director shall maintain: all Association records, membership lists, financial records, correspondence, daily activities of the Association as directed by members of the Executive Committee, and attend all Board and Committee meetings.
- C. The Executive Director will serve as an ex-officio member of the Finance Committee, Executive Committee, Executive Board and all other committee as deemed necessary by the President.

Section 5. **Duties of Executive Board Officers**

- A. President
 - 1. Attend all Executive Board Meetings
 - 2. Serve as Chief Executive Officer of the Association and preside over meeting of the Executive Board and the Association.
 - 3. Perform the duties delegated to him/her in the Bylaws, the Association and the Executive Board.
 - 4. Appoint all committees and representative(s) to other Boards.
 - 5. Serve as a member of the Executive Board of FMEA.
 - 6. Enforce the observance of the Bylaws and other regulation of the Association.
- B. President-Elect
 - 1. Attend all Executive Board Meetings.
 - 2. Perform the duties of the President in his/her absence or inability to act as president.
 - 3. Perform duties as delegated by the Bylaws, Association and the Executive Board.
 - 4. Represent the particular concerns and interests of the 9th/10th grade All State Orchestra.
 - 5. Serve as a liaison between the All-State Orchestra Conductors and the Executive Board.
- C. Past President
 - 1. Attend all Executive Board Meetings.
 - 2. Serve as advisor to the President and Membership Chairperson of the Association.
 - 3. Assume the office of Past-President upon the conclusion of his/her tenure as President.
- D. 7th/8th Grade Orchestra Chairperson
 - 1. Attend all Executive Board Meetings.
 - 2. Represent the particular concerns and interests of the 7th/8th grade All State Orchestra.
 - 3. Serve as a liaison between the All State Orchestra Conductors and the Executive Board.
- E. 7th/8th Grade Honors Orchestra Chairperson
 - 1. Attend all Executive Board Meetings.
 - 2. Represent the particular concerns and interests of the 7th/8th grade Honors Orchestra.
 - 3. Serve as a liaison between the All State Orchestra Conductors and the Executive Board.
- F. 11th/12th grade Orchestra Chairperson
 - 1. Attend all Executive Board Meetings.
 - 2. Represent the particular concerns and interests of the 11th/12th grade All State Orchestra.
 - 3. Serve as a liaison between the All State Orchestra Conductors and the Executive Board.
- G. District Chairpersons
 - 1. Attend all Executive Board Meetings.
 - 2. Serve as a liaison between the members of their District and the Executive Board.
 - 3. Preside over District activities
 - 4. Maintain communication with all members within their District.

Section 6. Association Fiscal year

- A. The fiscal year of the Association shall run from July 1st to June 30th.

Section 7. Scheduled meetings/requirements

- A. The Executive Board will hold three (3) meetings during a fiscal year:
 - 1. Fall - the evening before Fall Workshop to approve the current fiscal budget for presentation and approval by the Executive Board and deal with motions from each District.
 - 2. Winter - the evening before FMEA Clinic/Conference to discuss All State sanctions, deal with motions from Districts, and review preparations for State Solo & Ensemble and Concert MPA
 - 3. May – review fiscal goals, MPA reports, District Financial reports, Executive Director review, Committee meetings, and deal with motions from District meetings.
- B. The Finance Committee will present the annual budget including income and expenses for the current fiscal year for Executive Board approval the evening before the Fall Workshop. Once approved by the Executive Board, the budget shall be presented to the members for acceptance at the Fall Workshop business meeting of the Association.
- C. The Executive Board will maintain and update periodically the District Officers Manual (DOM), the State Adjudication Manual, (SAM) and the All State Chair Manual (ASCM).

ARTICLE VI. – NOMINATION AND ELECTIONS

Section 1. Nominations

- A. The President shall appoint a Nominating Committee for the purpose of finding and presenting a slate of qualified candidates to fill expiring or vacated terms of State officers. The slate of candidates will be presented at the January meeting of the Association.
- B. Nominations may also be made from the floor by any Full Active or Life member of the Association.

Section 2. Elections

- A. All elections will take place at the general membership meeting held during FMEA Clinic/Conference in January with a secret written ballot. Ballots will be counted by the Executive Director and one member of the Executive Board appointed by the President.
- C. In odd-numbered year's candidates for President-Elect (9-10 All State Orchestra Chair) and an 11-12 All State Orchestra Chair will be nominated by committee or from the floor and elected at the January business meeting of the Association's membership.
- D. Even-numbered year's candidates for 7-8 All State Orchestra Chair and 7-8 Honors Orchestra Chair will be nominated by committee or from the floor and elected at the January business meeting of the Association's membership.
- E. All Full Active and Life members present at a business meeting shall represent a quorum and shall have the authority to elect officers.

Section 3. Assumption of Office

- A. Officers shall assume office on July 1st following the meeting in which they were elected.

Section 4. Temporary appointments

- A. The Executive Committee shall have the authority to make temporary appointments to fill any vacancies among the elected officers with the approval of the Executive Board, until the time that such vacancies can be filled by election of the membership at the next business meeting of the Association.

ARTICLE VII. – COMMITTEES

Standing committees and the Chairperson of each shall be appointed by the President after he/she takes office. The members of each committee shall serve for two years and may be reappointed at the discretion of the President. The Executive Director shall be considered an ex-officio member of all committees. The President shall fill all vacancies occurring in said committees. In addition to the standing committees herein provided for, other committees may be created by the President at the recommendation of the Executive Board. The standing committees are as follows:

- A. **Music Performance Assessment (MPA) Committee** – The Past-President is automatically Chairperson of this committee. This committee shall be composed of not less than three members, whose duties in part shall be to recommend changes in format or operation of District or State Festivals for Board and membership approval, and to establish and maintain a list of approved Adjudicators.

- B. **Music Committee** – This committee shall be composed of not less than three nor not more than five members, whose duties in part shall be to annually select the sight reading music for State MPA and to update the State MPA Required Music List.
- C. **Handbook Committee** – This committee, chaired by the Past President, shall recommend necessary additions, deletions and revisions to the Handbook of the Association.
- D. **Ethics Committee** – This committee shall be composed of not less than three members whose duties are to receive and investigate complaints of unethical actions using adopted procedures. This committee reports to the Executive Board the findings of the committee and recommends appropriate action.
- E. **Clinic/Conference Committee** – This committee shall be composed of not less than three members whose duties are to select, contact and serve clinicians for the FMEA Clinic Conference and the FOA Fall Workshop.
- F. **Awards Committee** – This committee shall be composed of not less than three members whose duty shall be to recognize outstanding achievement and service to FOA.
- G. **Benevolence Committee** – This committee shall be composed of not less than three members whose duty shall be to receive from the membership any information regarding the illness or passing of any member.

ARTICLE VIII. – MEETINGS

Section 1. **Number of Meetings**

- A. There shall be two (2) business meeting of the Association per year, one at the FOA Fall Workshop and the other during the FMEA Clinic/Conference.

Section 2. **Order of Business**

- A. At each meeting of the Association, the order of business shall be as follows, unless varied by the President. The membership may overrule the President in varying or dispensing with any part of the order of business of the Association by a majority vote.
 - 1. Roll call of members
 - 2. Reading and approval of minutes of past general meeting and Executive Board meeting
 - 3. Treasurer's report
 - 4. Reports or message from the President
 - 5. Committee reports
 - 6. District reports
 - 7. Unfinished business
 - 8. New business
 - 9. Good of the Association
 - 10. Election of officers as needed

Section 3. **Meeting Conduct**

- A. All meetings shall be conducted in accordance with Robert's Rules of Order, Revised, except as otherwise provided in the Articles of Incorporation and Bylaws.

ARTICLE IX. – ASSOCIATION MATERIALS

A Handbook and Bylaws are available to all members via the Florida Orchestra Assoc, Incorporated. web site (www.flmusiced.org/foa). These documents are password protected. Passwords are available from District Chairs. Hard copies are available from the Executive Director upon request. Other records, forms, and related materials are available on the web site.

ARTICLE X. – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this corporation, all assets remaining after payment of costs and expenses of such dissolution shall be distributed to the Florida Music Educators Association, Incorporated, a 501(c)(3) organization, or the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as shall be determined by the Executive Board at the time of dissolution. None of the assets shall be distributed to any member, officer or director of this corporation.

ARTICLE XI. – AMENDMENTS TO BYLAWS

The Association may, at any meeting, by affirmative vote of two-thirds (2/3) majority of Active and Life members present, amend or repeal its Bylaws, providing that no proposal for such amendment or repeal shall be acted upon unless the text has been published to the membership at least thirty (30) days prior to a general business meeting.

By Laws were adopted and ratified by a unanimous vote of the active membership of the Florida Orchestra Association Incorporated on October 17th, 2003 at their general membership meeting held during the Fall Workshop.

Kathy Cook
President

Thomas Silliman
Past-President

Brian Hellhake
President-Elect