

# ARTICLES OF ASSOCIATION

## THE ILLINOIS MUSIC ASSOCIATION, INC.

### ARTICLE I: Name

This association shall be known as:

## THE ILLINOIS MUSIC ASSOCIATION, INC.

### ARTICLE II: Purposes and Objectives

The purpose of this association is to encourage wider public interest in music education by elevating the ethical and cultural standards of all those interested.

**Section 1.** Establishing standards of quality and performance for the profession.

**Section 2.** To develop the educational procedures of music and to exchange ideas for the development of the industry and profession.

**Section 3.** To develop and implement a code of ethics.

**Section 4.** To develop a publicity program to acquaint the general public as to the use and educational value of all musical instrumentalists and vocalists.

**Section 5.** To develop an association where teachers, students, professionals, affiliates, and related businesses can meet and help each other develop musicianship.

## **ARTICLE III: Membership**

**Section 1.** There shall be seven classes of membership, namely:

- a. Teacher member
- b. Student Teacher member
- c. General member
- d. Professional member
- e. Student member
- f. Affiliate member
- g. Honorary member

**Section 2.** Definitions:

- a. **Teacher:** An individual actively engaged in the education of music students.
- b. **Student Teacher:** A currently enrolled college music student, teaching private music lessons and/or a music student-teacher.
- c. **General Member:** More than one individual and/or operators of music studios and their employees, manufacturers, or distributors of musical instruments and accessories; publishers of music or music-related materials.
- d. **Professional Member:** An individual actively engaged in playing an instrument for their livelihood or whose principal form of livelihood is based upon

any other form of music, such as music editors, arrangers, and composers.

- e. **Student Member:** Any student 17 years old and younger.
- f. **Affiliate Member:** An individual in a non-music industry related business with no students enrolled in any of the IMA events.
- g. **Honorary Member:** Membership extended by the governing board to those persons who have rendered distinguished service to the music industry or to this association.

#### **ARTICLE IV: Fiscal Year**

The fiscal year of this association shall commence on the first day of January and end on the thirty-first day of December.

#### **ARTICLE V: Dues and Assessments**

**Section 1.** The annual dues shall be paid at the beginning of the fiscal year. Current amounts can be found on our website.

**Section 2.** Members of this association who enter the “Armed Forces of the United States” in a time of National emergency shall be exempt from payment of all dues and assessments. This exemption shall continue for six months following the member's discharge.

**Section 3.** Anyone becoming a member during the fiscal year shall pay one year's dues in full at the time of acceptance. All new members accepted in the fourth quarter of the fiscal year shall have the privilege of paid dues for the following year.

**Section 4.** A two-thirds majority vote of the governing board can adjust the annual dues amount. Before the governing board can pass a dues adjustment, the Secretary or appointee must notify each member of the association of the proposed change, the reason for change (as set forth by the governing board), and the date of the meeting at which this proposal will be acted upon by the governing board.

**Section 5.** Any member who fails to pay their dues by the deadline date will not be entitled to the benefits of membership, including but not limited to discounted entry fees, participation in the Sam and Rose Licata Memorial Competition, scholarship eligibility, and other events.

## **ARTICLE VI: Voting**

**Section 1.** All members (except student members, affiliate members, and honorary members) shall be entitled to one vote at all elections and issues brought before the general membership meetings.

**Section 2.** Only members who are currently up to date on their dues can vote.

**Section 3.** Requirements of Section 1 and 2 of this article (VI) shall also apply to the voting right of members of the governing board at its board meetings.

## **ARTICLE VII: Officers**

**Section 1.** There shall be a president and/or co-president, a first vice-president, a second vice-president, a secretary, a treasurer and/or co-treasurer, and a sergeant-at-arms. One individual may hold only one office at any given time.

**Section 2.** The president may appoint vice-presidents at large in various parts of Illinois. These vice-presidents may perform only such duties as designated by the president and shall have no rights of succession to any elective office by reason of designation as vice-president.

## **Article VIII: Nomination of Officers**

**Section 1.** Nomination for officers shall take place at the first meeting in March, every two years (in even-numbered years).

**Section 2.** The President shall appoint to the nominating committee two active members, who are themselves eligible to vote. The governing board shall appoint to the nominating committee two active board members who are themselves eligible to vote. The nominating committee shall be appointed two meetings prior to the meeting set for the election of officers. The President shall designate one member of this committee to act as its chairman.

**Section 3.** The nominating committee shall present nominations for office, together with the qualifications of each nominee from the floor, at the regular business meeting in March. No name shall be presented unless the consent of the nominee has been obtained in advance.

## **Article IX: Election of Officers**

**Section 1.** The election of officers shall be held every two years on the first Tuesday in April in even-numbered years.

**Section 2.** In March of the election year, the Secretary shall send a notice of the election meeting to each current member.

**Section 3.** Nominations may be made by any current member at an election meeting.

**Section 4.** In each election, each officer will be determined by the casting of ballots by members present. The nominees obtaining a majority of the ballots cast shall be elected to their respective offices for which they were nominated. Newly elected officers shall assume office at the June installation meeting.

## **Article X: Salary of Officers - Expense of Officers**

**Section 1.** All elected officers shall serve without salary.

**Section 2.** Any officer accepting and receiving monetary gratuities of any kind connected with his duties as an officer may be expelled from office.

**Section 3.** For expenses incurred by a governing board member who is on special business for and on behalf of the association, the association shall pay an amount specified by the governing board.

**Section 4.** The association shall pay expenses in an amount specified by the governing board or an elected officer for expenses incurred on behalf of the association. A bill, therefore, must be signed and filed by the member or officer with the association.

**Section 5.** It shall be considered improper conduct and reason enough for expulsion from office, from the governing board or from membership in the association, for anyone to use the prestige and the power of the association for personal or business exploitation.

## **Article XI: Vacancy of Office**

**Section 1.** If a vacancy occurs in the office of president, the first vice-president shall succeed. If a vacancy occurs in the office of first vice-president, the second vice-president shall succeed. Such succession to office shall be for the unexpired portion of the term of office only.

**Section 2.** If a vacancy occurs in the office of second vice-president, or in the office of secretary or in the office of treasurer, then the vacancy shall be filled for the unexpired portion of the term by a majority ballot of the governing board not later than the second meeting after such vacancy occurs.

## **Article XII: Expulsion or Suspension of Officers of Governing Board Members**

**Section 1.** Any officer who has been suspended or expelled from any office to which they had been duly elected will cause a vacancy therein which must be filled as soon as possible as provided in Article XI.

**Section 2.** If any officer or governing board member believes there is sufficient reason to cause the removal from office of any officer or governing board member, then they must present charges against the member in writing and present the same at a meeting of the governing board. Any substantial charges presented against any member shall be sufficient reason for their temporary suspension from office and duties as a governing board member or elected officer. The accused member shall have sufficient time to prepare a statement and to plead their defense before the governing board. If, after a hearing, two-thirds of those present find sufficient cause for their removal, then they shall be expelled from the organization immediately.

**Section 3.** A special meeting shall be called whenever it becomes necessary for the governing board to consider the expulsion or suspension of a member. The accused member shall have one month in which to prepare their defense.

**Section 4.** All governing board members must attend at least six out of ten regular business meetings a year. If a member fails to attend three meetings in succession without first notifying the secretary or president, their name shall be put before the governing board for consideration of



expulsion. A two-thirds vote of the governing board is necessary to expel any governing board member.

## **Article XIII: Duties of Officers**

### **Section 1. The President**

- a. The President and/or Co-President shall preside as chairman at all meetings of the association.
- b. The President shall be the chief executive officer and supervise all business affairs of the association.
- c. The President shall see that order is kept in all meetings and that the rights and privileges of all members who are both present and absent are at all times protected and guaranteed.
- d. The President shall mediate at all meetings and recognize the rights of all to present their opinions. The President shall be unbiased in his opinion of what the speakers present to the board.
- e. The President shall present all arguments pro and con for a vote.
- f. The President shall make decisions in favor of or against any minor issues that might occur between meetings.

- g. The President shall not be entitled to vote. The President shall vote only when a majority vote is required, and the governing board is evenly split in their decision.
- h. The President shall sign all contracts and agreements authorized by the governing board.
- i. The President shall serve as an ex-officio member of all standing committees.
- j. The President shall appoint committees and chairperson for such committees.

## **Section 2. First Vice-President**

- a. The First Vice-President shall have such powers and perform such duties as the governing board shall prescribe.
- b. In the absence of the President, the First Vice-President shall assume that position and discharge all the duties of that office.
- c. The First Vice-President shall have the power of determining and enforcing conditions concerning committee meetings.
- d. The First Vice-President shall have the privilege of recommending the discharge of a committee or insisting that an appointed committee carry out its duties.

### **Section 3. Second Vice-President**

The Second Vice-President shall oversee publicity.

### **Section 4. Treasurer**

The Treasurer shall have charge of:

- a. All funds, securities, receipts.
- b. Deposit all funds in all designated bank accounts under the name of the association.
- c. The Treasurer shall dispense the funds as ordered by the governing board.
- d. The Treasurer shall keep proper and correct books of all accounts and business transactions.
- e. The Treasurer shall submit all financial records for audit by an auditing committee of the IMA at the end of the fiscal year. Said committee may, at its option, hire an auditor from outside of the organization.
- f. The Treasurer shall file a written report to the governing board and give a verbal report regarding the financial status of the association at each regular business meeting.

- g. In case of a vacancy in this office, the President shall assume the responsibility until a new officer has been elected.
- h. The Treasurer shall ensure that any filings, as required by having a tax-exempt status, including the correct IRS form, Illinois Attorney General's, Illinois Secretary of State's annual report, monthly and annual financial reports, and the Illinois Sales & Use tax exemption renewal are filed no later than the extended statutory date for filing such reports. The financial reports will be ready by the 15th of the month following the month or year-end.

## **Section 5. Secretary**

- a. The Secretary shall record the minutes of each meeting and read the minutes of the previous meeting when called upon to do so by the President.
- b. The Secretary shall see that all mailing of bulletins, press releases, and all matters of general interest to the membership is dispensed efficiently.

## **Section 6. Sergeant at Arms**

The Sergeant at Arms shall arrange for and prepare facilities for all meetings, present and interpret the Articles of the Association and Roberts Rules of Order and maintain order at all meetings.

## **ARTICLE XIV: Rules of Order of Business Meeting**

**Section 1.** The order of business at all meetings, except special meetings, which call for a different order of business, shall be as follows:

- a. A quorum of five members present shall be enough for the president to call a meeting to order.
- b. Minutes of previous meeting read and approved if called upon by the president.
- c. Financial report.
- d. Reports from standing committees.
- e. Unfinished business.
- f. Adjournment.

**Section 2.** Meetings will be conducted in accordance with the rules of parliamentary procedure as set forth in "Roberts Rules of Order and Procedure." In the event of a difference of opinion arising at a meeting respecting procedure, the Sergeant at Arms shall refer to said book, and the meeting will be bound by the statements therein contained.

## **ARTICLE XV: Standing Committees**

### **Section 1. Membership**

This committee shall promote interest in this association to encourage an increase in membership. It shall render reports on the status of the membership at the request of the President.

### **Section 2. Archives**

This committee shall collect all forms of publicity, media, and matters concerning the association and have available for public observation when called upon.

### **Section 3. Publicity**

This committee shall publicize the activities of this association.

### **Section 4. Nomination of Governing Board Members**

This committee shall present name and qualifications of prospective governing board members and decide whether a candidate for membership to the governing board shall be to the advantage of the association. This committee shall make its report and recommendations to the governing board only at such time when it is actively engaged in its duties.

## **Section 5. Appointments and Terms of Chairpersons and Committee Members**

All Committee Chairpersons shall be selected by the President. All Committee Members shall be selected by the Chairperson. A newly elected President may change all committees or select new members if they consider it to be in the best interest of the association.

## **ARTICLE XVI: Governing Board**

### **Section 1.**

The Governing Board shall consist of not less than seven and not more than fifteen members. Each member must be actively engaged in, or retired from, some phase of the music industry.

### **Section 2. Manner of Election of Governing Board Members.**

Each active member may nominate a person of their choice for membership on the Governing Board, by submitting in writing their choice, and their reasons for desiring their election to the board. This written nomination shall be turned over to the nominating committee, which shall make a thorough study of the information and may, if it chooses, interview the nominee. If it favorably decides upon the nominee, the chair shall report the decision to the board. A motion shall be made to take a vote upon the acceptance of the proposed member. If seconded, then debate may be had. After debate, then a majority shall be necessary to approve them as a Governing

Board member. If the motion is not seconded, then the motion is automatically overruled.

## **ARTICLE XVII: Meetings**

All members are encouraged to attend open monthly meetings as specified in the minutes. Board meetings shall be considered closed meetings and can be attended only by governing board members.

## **ARTICLE XVIII: Governance**

This organization hereby adopts the attached conflict of interest policy.

## **ARTICLE XIX: Dissolution**

Upon the dissolution of this organization/entity, 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.



## **Adoption of these Articles of Association**

This document serves as the amended Articles of Association of the Illinois Music Association.

These updated Articles of Association have been approved and adopted on this day by the Governing Board of Directors (as required under these Articles of Association) of the Illinois Music Association.

Date of adoption: January 16, 2024