

**BYLAWS  
OF  
CHINOOK MUSIC EDUCATORS ASSOCIATION**

**ARTICLE 1. OFFICES**

The principal office of the Association shall be designated by the Board of Directors.

**ARTICLE 2. MEMBERSHIP**

**2.1 Qualifications**

Active, retired and collegiate members of MENC and WMEA are automatically members of the Association.

**2.2 Voting Rights**

**2.2.1** The following members shall have the right to vote: Active members.

**2.2.2** Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

**2.2.3** Each member entitled to vote at an election of Board Members may cast one vote for as many persons as there are Board Members to be elected and for whose election such member has a right to vote.

**2.3 Meetings of Members**

**2.3.1** The annual meeting of the members shall be held each year at the date and time designated by the Board for the purpose of electing the Officers/Board Members and transacting such other business as may properly come before the meeting.

**2.3.2** The President, the Board, or not less than 10% of the members entitled to vote at such meeting, may call special meetings of the members for any purpose. *[this can be a percentage of members (e.g. 10 percent) or a specific number of members (e.g. 30)]*

**2.3.3** Members may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**2.4 Notice of Meetings**

**2.4.1** The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by mail, by fax or by electronic transmission, not less than ten nor more than fifty days before a meeting of the members, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. If the Secretary neglects or refuses to give notice of a special meeting called by members, the person or persons making the request may do so and may fix the date, time and place for such meeting. If notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the association with postage thereon prepaid.

**2.4.2** Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**2.5 Quorum and Manner of Acting**

**2.5.1** 10 of the members of the association entitled to vote, represented in person, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. *[this can be a percentage of members (e.g. 51 percent) or a specific number of members (e.g. 30)]*

**2.5.2** The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

**2.6 Electronic Transmission**

The association may deliver to a member notices, demands, consents or waivers by electronic transmission, if such member has consented to receive such electronically transmitted communications.

## ARTICLE 3. BOARD OF DIRECTORS

### 3.1 General Powers

The affairs of the association shall be managed by elected officers constituting the Board of Directors (“Board Members”). The officers of the association shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be determined by the Board and elected by the membership. Such other officers shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### 3.2 Number

The Board shall consist of not less than three nor more than five Board Members. The number of Board Members may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Board Member.

### 3.3 Qualifications and Term

**3.3.1** Board Members shall be members of the Association and have such other qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

**3.3.2** Unless a Board Member dies, resigns or is removed, he or she shall hold office for a term of two years or until his or her successor is elected, whichever is later. *[terms can be 1, 2 or 3 years]*

### 3.4 Meetings of the Board

**3.4.1 Regular Meetings.** There will be at least one meeting of the Board of Directors each year. By resolution, the Board may specify the date, time and place for the holding of that meeting and additional regular meetings without other notice than such resolution.

**3.4.2 Special Meetings.** Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Board Members, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place as the place for holding any special Board or committee meeting called by them.

### 3.5 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### 3.6 Place of Meetings

All meetings shall be held at a place designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Board Members.

### 3.7 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Board Member in writing or by personal communication with the Board Member not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Board Member at his or her address shown on the records of the association or given by facsimile or electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with Section 3.22 of these Bylaws.

### 3.8 Waiver of Notice

#### 3.8.1 In Writing

Whenever any notice is required to be given to any Board Member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

#### 3.8.2 By Attendance

The attendance of a Board Member at a meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### 3.9 Quorum and Manner of Acting

**3.9.1** 3 of the number of Board Members in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Board Members present may adjourn the meeting from time to time without further notice.

**3.9.2** The act of the majority of the Board Members present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

**3.50 Presumption of Assent**

A Board Member of the association present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Board Member files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the association immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Board Member who voted in favor of such action.

**3.6 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Board Members. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

**3.7 Resignation**

Any Board Member may resign at any time by delivering written notice to the President or the Secretary at the registered office of the association, or by giving oral or written notice at any meeting of the Board Members. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**3.8 Removal**

**3.13.1** At any regular or special meeting of the Board, one or more Board Members may be removed from office, with or without cause, by two-thirds of the votes cast by Board Members then in office.

**3.13.2** At a meeting of members called expressly for that purpose, one or more Board Members (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote present at a meeting of members at which a quorum is present.

**3.9 Vacancies**

A vacancy in the position of Board Member may be filled by the affirmative vote of a majority of the remaining Board Members though less than a quorum of the Board. A Board Member who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

**3.10 Board Committees**

**3.15.1 Standing or Temporary Committees**

The Board, by resolution adopted by a majority of the Board Members in office, may designate and appoint one or more standing or temporary committees.

**3.15.2 Quorum; Manner of Acting**

A majority of the number of Board Members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

**3.15.3 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**3.15.4 Removal of Committee Member**

The Board, by resolution adopted by a majority of the Board Members in office, may remove from office any member of any committee.

**3.11 Compensation**

The Board Members shall receive no compensation for their service as Board Members but may receive reimbursement for expenditures incurred on behalf of the association.

**3.17 Electronic Transmission**

The association may deliver to a Board Member notices, demands, consents or waivers by electronic transmission, if such Board Member has consented to receive such electronically transmitted communications.

**ARTICLE 4. DUTIES OF OFFICERS**

**4.1 President**

The President shall be the chief executive officer of the association, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the association. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the association or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

**4.2 Vice President**

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

**4.3 Secretary**

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the association; (d) keep records of the post office address of each member, Board Member and officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

**4.4 Treasurer**

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the association; receive and give receipts for moneys due and payable to the association from any source whatsoever, and deposit all such moneys in the name of the association in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

**ARTICLE 5. ADMINISTRATIVE PROVISIONS**

**5.1 Books and Records**

The association shall keep a file of copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each member, Board Member, and officer; and such other records as may be necessary or advisable. All books and records of the association shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

**5.2 Accounting Year**

The accounting year of the association shall be the twelve months ending December 31st.

**5.3 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

**ARTICLE 6. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Board Members in office.

The foregoing Bylaws were adopted by the Board of Directors on September 21, 2012.

Marcella C. Elefritz  
Secretary