

**Florida School Music Association
Bylaws
Amended October 2015**

ARTICLE I - Mission

The Mission of the Florida School Music Association is to provide leadership, advocacy, and services for school music programs in support of quality music education experiences for students.

ARTICLE II - Membership

Section 1. Eligibility

The membership of this Association shall be open to any school (public, private, or home education music cooperative) in the state of Florida who pays dues to the Association in amounts determined by the Board of Directors.

Section 2. Voting

Each member school shall have one vote on any issue requiring a member vote. The principal of the school or his/her designee shall make the vote.

Section 3. Sanctions

A member school may be placed on probation, fined, or suspended for failure to abide by Association rules or policies.

ARTICLE III - Organization

Section 1. Geographical Regions

The Association shall be organized into two Regions – North and South, each Region will be divided into two contiguous Sections as follows:

- A. North Region – Section 1. Member schools in Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, Jackson, Bay, Calhoun, Liberty, Gulf, Franklin, Gadsden, Leon, Wakulla, Jefferson, Madison, Taylor, Hamilton, Suwannee, Lafayette, Columbia, Baker, Union, Bradford, Nassau, Duval, and Clay counties.
- B. North Region – Section 2. Member schools in Dixie, Gilchrist, Alachua, Putnam, St. Johns, Flagler, Levy, Marion, Citrus, Hernando, Pasco, Sumter, Lake, Volusia, Seminole, and Orange counties.
- C. South Region – Section 3. Member schools in Pinellas, Hillsborough, Polk, Osceola, Brevard, Indian River, Manatee, Sarasota, Hardee, DeSoto, Highlands, Okeechobee, Martin, and St. Lucie counties.
- D. South Region – Section 4. Member schools in Charlotte, Glades, Hendry, Collier, Palm Beach, Lee, Broward, Miami-Dade, and Monroe counties.

Section 2. Recognized Associations

The FSMA recognizes the Florida Bandmasters Association, the Florida Orchestra Association and the Florida Vocal Association as organizations approved to conduct music activities. The rules and regulations of these organizations as they now exist shall be the operating regulations of these groups, provided there is no conflict with FSMA policies and regulations.

ARTICLE IV - Governance

Section 1. Authority

The Board of Directors shall establish policies governing the Association.

Section 2. Association Officers

The officers of the Association shall be comprised of three positions that consist of the President, immediate Past-President, and President-Elect. In addition, a rotating component executive director will serve as an advisor to the officers. These four positions constitute the Executive Committee. The Board of Directors shall have the power to appoint any person to perform the duties of an officer, whenever for any reason it is impracticable for such officer to act personally.

Section 3. Board of Directors

The Board of Directors shall be accountable for the conduct of the business and finances of the Association. The Board of Directors shall consist of representatives from the following organizations:

Board Members (voting) Appointees

Florida Association of School Administrators (FASA)

North Region Middle School

North Region High School

South Region Middle School

South Region High School

Florida School Board Association (FSBA)

North Region Representative

South Region Representative

Florida Association of District School Superintendents (FADSS)

North Region Representative

South Region Representative

Non-Public School Advisory School Council

Representative

Florida Parent Educators Association (FPEA)

Representative

Florida School Music Association (FSMA)

Two At- Large Representatives

The Florida Music Education Association (FMEA)

Two At-Large Representatives

Florida Bandmasters Association (FBA)

At-Large Representative
Florida Orchestra Association (FOA)
At-Large Representative
Florida Vocal Association (FVA)
At-Large Representative
Florida Music Supervision Association (FMSA)
At-Large Representative

Board Members (non-voting)

Florida Music Education Association (FMEA) Executive Director
Florida Bandmasters Association (FBA) Executive Director
Florida Orchestra Association (FOA) Executive Director
Florida Vocal Association (FVA) Executive Director
Florida Department of Education (FDOE) Arts Education Specialist

The Board may choose to retain a member of the Board whose administrative position or geographic location has changed as a member-at-large to complete a term of office.

Section 4. **Term of Office**

- A. **Board Members.** The term of office for the Board of Directors shall be staggered three-year terms, except for the initial term at the time of incorporation, which shall be evenly divided between one, two, and three-year terms. Terms will commence on July 1. Directors may serve for two consecutive terms.
- B. **Advisory Members.** The term of office for the ex-officio members is indefinite, determined by each group represented.

Section 5. **Vacancies**

If a vacancy occurs, the Association he/she represents shall appoint a successor for the unexpired term.

Section 6. **Removal**

- A. **Removal from Office.** Officers shall be removed from office when Fiduciary Responsibility is not met, Officers shall always act for the good of the Association and shall exercise care in all decision-making.
- B. **Removal of Appointee.** A Board Appointee such as a Committee Chairperson shall be removed from office when fiduciary responsibility is not met.

ARTICLE V - Elections

Section 1. **Election of Officers**

Officers shall be elected by a majority vote of the assembled board members. If such a majority does not exist, further elections shall be held between the two candidates receiving the highest number of votes. The President-Elect shall be elected at the spring meeting and shall

automatically accede to the office of President the year following his/her term of office. A member's term on the board will be extended to include time served as an officer.

Section 2. Terms of Office

The President shall serve a two-year term; the President-Elect shall serve a one-year term; and the immediate Past-President shall serve a one-year term.

Section 3. Vacancies

If a vacancy occurs the Board of Directors shall appoint a successor for the unexpired term.

ARTICLE VI - Meetings

Section 1. Meetings of Directors

The Board of Directors shall meet twice annually or in special meetings at such other times as may be necessary. Special meetings may be called by the President and shall be called upon written request to the President by any four directors. Notice of a meeting shall be delivered not less than 14 days before the date of the meeting. Such notice shall designate the time and place of the meeting which may be any place in the state of Florida.

Section 2. Quorum

A quorum for the conduct of business at Board of Directors meetings shall be a minimum of nine of the voting members of the Board of Directors, and affirmative votes of a majority of those present shall be required to approve any proposal.

Section 3. Conduct of Meetings

All meetings shall be conducted pursuant to current *Robert's Rules of Order*.

Section 4. Attendance

Absence from two consecutive regular meetings without any excuse deemed valid and so recorded by the Board of Directors may be construed as a resignation. Non-members of the Board, substituting for board members are entitled to participate, but may not vote.

ARTICLE VII - Committees

Section 1. Standing

The President of the Association shall appoint committee chairs who shall serve in an advisory capacity to the President and Board of Directors. The Board of Directors may, at its discretion, advise the President on appointments. Committee chairs appoint members to the committees.

Section 2. Ad Hoc Committees

A special (or Ad Hoc) committee is a committee appointed to carry out a specified task. The committee ceases to exist upon its final report to the Board of Directors. A special committee may not be appointed to perform a task that falls within the assigned function of an existing standing committee. An Ad Hoc Committee can be established as a Standing Committee at the discretion of the Executive Committee.

Section 3. Length of Committee

All committee appointments expire on the date of the expiration of the term of office of the President of FSMA. The incoming president may reappoint committee chairmen to standing and ad-hoc committees, may make new committee appointments, or may allow the existence of a committee to terminate.

ARTICLE VIII – Finance

Section 1. Assessments, Dues, and Fees

The Board of Directors will establish assessments, dues, and fees necessary to carry out the purposes of the Association.

Section 2. Gifts and Management of Assets

The Board of Directors is authorized and empowered on behalf of the Association to receive by devise, bequest, donation, or otherwise, either real or personal property, and to hold the same absolutely or in trust, and to invest, reinvest, and manage the same and to apply said property and the income arising therefrom to the objectives of the Association. The Board of Directors also shall have the power to allocate the funds of the Association for the purposes of carrying out the objectives of the Association.

Section 3. Principal and Income

The principal and income of all property received and accepted by the Association shall be invested, reinvested, paid, and distributed in a manner consistent with the corporate purpose and limitations established in the Articles of Incorporation and in such amounts as the Board of Directors shall from time to time determine; and in such manner as is necessary to comply with all appropriate sections of the Internal Revenue Code as now in force or hereinafter amended. Any distribution made hereunder may be made in such form as the Board of Directors may see fit, including distributions in kind.

Section 4. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authorization may be general or confined to specific instances.

Section 5. Loans

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a corporate resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 6. Checks, Drafts, Payments

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers,

agent or agents, of the Association and in such manner as shall from time to time be determined by, or under the authority of, a resolution of the Board of Directors.

Section 7. Deposits

All funds of the Association not otherwise employed shall be deposited from time to time to the credits of the Association in such banks, trust companies, or other depositories as may be selected by or under the authority of the Board of Directors.

Section 8. Audit

An independent auditor pursuant to Florida State Statute f.s.1006.19 shall conduct an annual audit.

Section 9. Fiscal Year

The fiscal year of the Association shall extend from July 1 to June 30.

ARTICLE IX - Association Management

Section 1. Executive Management

FSMA shall engage an association management company or hire staff directly to manage the daily activities of the Association. FSMA will maintain a named Executive Director through the contracted association management company or through FSMA employment. The association management company and/or executive director shall have no powers or duties other than those delegated by the President or set forth in the management or employment contract or the Bylaws of the Association. The FSMA Executive Committee shall conduct an annual performance review of the association management company, if contracted, or the Executive Director with input from the FSMA Board of Directors. This review will be provided to the contracted association management company's Board of Directors or directly to the Executive Director when no company has been contracted.

Section 2. Staff

Management of the daily responsibilities of the Association and supervision of the assigned staff is the responsibility of the Executive Director.

ARTICLE X – Amendments

Section 1. Bylaws

Amendments to the Bylaws shall require dissemination of said amendments to the Board of Directors, in writing, 30 days prior to the Board's regular or special meeting, at which the amendments shall require a reading and approval by a majority vote of the Board of Directors.

Section 2. Policy

Policy changes shall require a majority vote by the Board of Directors at a regular or special meeting.

Section 3. Commencement of Effectiveness

All amendments to and changes in the Bylaws shall take effect immediately upon adoption unless the motion to adopt specifies another time.