

**THE BYLAWS
OF THE MUSIC TEACHERS' ASSOCIATION OF CALIFORNIA
WHITTIER BRANCH**

ARTICLE I. NAME

The name of this association shall be the Music Teachers' Association of California, Whittier Branch, (the "Branch").

ARTICLE II. OFFICE

The principal office of this association shall be in such location as determined by the Branch Board of Directors from time to time.

ARTICLE III. PURPOSES

The Branch is an unincorporated association affiliated with the Music Teachers' Association of California (the "MTAC," the "State," or the "Association"). The Branch derives its 501(c)(6) tax-exempt status through a group exemption under the Music Teachers' Association of California, and is subject to the Bylaws, rules, regulations, policies, and procedures of the State.

The common purposes of the Association and the Branch shall be the promotion of musical culture and the pursuit of excellence in the field of music education in support and advancement of the profession of music teaching, and in furtherance of such purposes:

- (a) To promote excellence in professional standards and the continuing education of music teachers;
- (b) To develop and provide pedagogical and assessment resources to support high-quality music instruction;
- (c) To ensure a well-balanced, comprehensive approach to music instruction through a rich variety of programs that explore the multiple dimensions of music and music education;
- (d) To encourage the involvement and participation of persons of all ages and abilities in appreciating, understanding, engaging in, and learning music.

ARTICLE IV. MEMBERSHIP

Section 1. Membership Application. Membership shall be granted, approved, and classified solely by the MTAC's Board of Directors ("State Board of Directors" or "State Board"). Once approved and accepted by the State Board, members are subject to the Bylaws of the Association ("State Bylaws"), which are incorporated herein by reference. If a member chooses to associate with a Branch, such member is also subject to the Bylaws of the Branch ("Branch Bylaws"). Prospective members must apply directly to the State Office upon a form prescribed by the State Board of Directors. Membership dues advanced by an applicant shall be returned immediately if the application is denied. All applicants must pay a non-

refundable application fee, except if applying for Student Membership. Members applying for reinstatement must pay a reinstatement fee as provided in the State Bylaws.

Section 2. Membership Qualifications and Classes. The members of the Association shall be persons who have met the qualifications for the applicable class of membership, timely paid membership dues, and been approved by the State Board of Directors. Membership shall be divided into six (6) classes: Active Teacher, Provisional, Business Affiliate, Student, Life, and Honorary Life.

Section 3. Membership Rights. The membership rights for each class are contained in the State Bylaws, and are governed solely and ultimately by the MTAC. Provisions relating to membership and its administration are contained in the State Bylaws.

Section 4. Branch Membership.

(a) **Contingent on Association Membership.** Branch membership is not a class of membership, but describes the way in which members are associated with a Branch. Branch membership is solely and strictly contingent on the prior application and approval of membership with the Association. A person cannot be a member of a Branch without first becoming a member of the Association. Branch membership may provide a member with additional benefits specific to each Branch, as governed by the Bylaws, rules, policies and procedures of that Branch.

(b) **Branch Association for New Member; Membership Capping.** Generally, the State Association and the Branches will respect the requests of a new member to associate with a particular Branch. However, Branches are permitted to impose membership restrictions (“caps” or “membership caps”), only with State approval. Branches must apply directly to the State every year to create and enforce a membership cap, pursuant to any further procedures set forth by the Association. The Branch must provide reasonable, non-discriminatory, ethical, and objective reasons for imposing a cap, for example, the Branch desires to restrict membership due to geography or logistical difficulties such as facility rentals and capacities if a Branch’s membership number becomes too large. The State shall make the final determination of whether a cap is fair, reasonable and objective, and may be imposed. If a new member has requested membership in a Branch that has an applicable State-approved cap, the State will work with the new member to identify an alternative Branch that is not subject to an applicable cap, or the member may opt to become an At-Large Member. If a member chooses to become an At-Large Member, he/she may re-apply to the Branch later if the cap is removed. If a Branch desires to refuse association with a new member on any other basis than a State-approved cap, the Branch must provide written reasons and explanation to the State for doing so, in order for the State to evaluate and make a final determination in its sole discretion.

(c) **State Membership Capping.** The State has the power and authority to mandate membership caps in situations where a Branch is over-populated in size such as to inhibit operations, such as programming, facilities, equipment, and capacity limitations, and the Branch has requested the State’s intervention. In such situations, the Branch must provide cooperation and assistance to the State, and exercise best efforts with the State to create and maintain a membership capping policy that is applicable to local needs.

(d) **New Branches.** A new Branch may be formed when five (5) or more Active Teacher Members in good standing submit a written petition to the State Board of Directors to establish a new Branch. Branch jurisdiction shall be determined by the State Board of Directors. Application shall be made directly to the State Office. Qualified music teachers who are not current members of the Association but desire to form

a new Branch must first apply to become members of the Association. Branches that are over-populated may consider forming new Branches.

(e) **Annual Membership Dues; Branch Dues.** Unless otherwise excepted in the State Bylaws, all members must pay Annual Membership Dues to maintain good standing status as members of the Association. Annual Membership Dues are an aggregate of State dues and Branch dues, where Branch dues are applicable. State dues are established by the State Board of Directors. Branch dues are established by the Branch Board of Directors and must be reasonable. Such Branch dues amounts shall be annually submitted to the State for final calculation and determination of the Annual Membership Dues. Annual Membership Dues are paid directly to the State; after receipt, the State shall forward the Branch portion of the Annual Membership Dues to the Branch. Notice of Annual Membership Dues and related *information shall be posted on the Association's website*. Notice of Branch dues shall be posted annually in the branch yearbook.

(f) **Branch Awards.** Branches may grant awards to Branch members and non-members demonstrating merit for outstanding service to the Branch, or for such other honors as the Branch so designates, but may not attach membership rights and privileges to such Branch awards. Branches may not grant honorary Branch memberships that attach or represent any membership rights or privileges to non-members, or extend membership rights to existing members that exceed or conflict with Association membership classifications and rights as set forth in the State Bylaws.

(g) **Contributory Branch Membership.** Contributory Branch Membership is not a class of membership, but describes the way in which an Active Teacher Member of a Branch (the "Primary Branch") may pay a contributory fee for association with, and limited participation in, only one other Branch (the "Secondary Branch"). The approval and acceptance of Contributory Membership is governed at the sole discretion of the Secondary Branch. Contributory Membership fees are established solely by, and paid directly to, the Secondary Branch. Contributory Members do not have the right to vote and are not eligible to hold office in the Secondary Branch. Contributory Members may not enter Certificate of Merit students through their Secondary Branch. Any Secondary Branch benefits or privileges the Contributory Member may receive are governed at the discretion of the Secondary Branch.

(h) **Branch Transfer.** A member of any class in good standing may transfer from one Branch to another. Transfer applications shall be made directly to the State Office. Transfers are effective only upon approval by the receiving Branch, which shall be communicated through the State Office. Branch Transfers may also be subject to any existing State-approved membership caps that the receiving Branch may have in place. Other than any applicable State-approved membership caps, the Branch approval process for transfers must be ethical and non-discriminatory. To the extent that a Branch has intentional or inadvertent unethical and/or discriminatory approval practices, policies or procedures, the State Board of Directors has the power to (i) compel the Branch to revise its approval practices, policies, and/or procedures, and/or (ii) directly approve a transfer to the receiving Branch.

Section 5. Voting Members. Active Teacher and Life Members associated with a Branch who are in good standing, shall be entitled to vote on Branch matters ("Voting Members"). Each Voting Member shall have one vote on each matter.

Section 6. Suspension or Termination of Membership. The State Board of Directors, by a vote of two-thirds of the Directors at a duly called meeting or by unanimous written consent, has the sole authority to

suspend or terminate the membership of any member for cause, including but not limited to, violation of the Association or Branch Bylaws, codes of ethics or conduct, policies and procedures, rules and regulations, any event that renders the member ineligible for membership, failure to satisfy the membership qualifications set forth in these Bylaws, or acting in a manner harmful to the Association, as determined solely by the State Board of Directors, other than for non-payment of membership dues which shall be governed by other provisions of the State Bylaws. Suspension or termination of membership shall be effective provided the member has been provided at least fifteen (15) days' prior written notice including the reason for the proposed suspension or termination, opportunity for the member to present information orally or in writing on his/her behalf at least five (5) days before the effective date of the suspension or termination, and written notice of the State Board of Directors' final decision. If membership is terminated, such member may appeal for reconsideration by the State Board of Directors. If membership is suspended, the terms of suspension shall be determined by the State Board of Directors. No membership dues refunds will be given. Termination of membership from the Association automatically results in termination of Branch membership. Branches do not have authority to suspend or terminate a member from the Association or from a Branch, but may submit information to the State regarding removal of a member from a Branch and/or suspension or termination of a member from the Association, in accordance with any policies and procedures established by the State for taking such action.

Section 7. Disciplinary Action. The State Board of Directors, by a vote of two-thirds of the Directors at a duly called meeting or by unanimous written consent, has the authority and power to exercise disciplinary action against any member for cause, including but not limited to, violation of the Association or Branch Bylaws, codes of ethics or conduct, policies and procedures, rules and regulations, or acting in a manner harmful to the Association, as determined solely by the State Board of Directors, other than for non-payment of membership dues, pursuant to any policies and procedures established by the State Board in compliance with the State Bylaws. Disciplinary action may include, but is not limited to: monetary fines, corrective or remedial actions undertaken by the offending member, suspension from participation in State or Branch programs, suspension and/or removal as a Branch Officer or Director, removal of a member from his/her association with a Branch, or suspension or termination of membership as provided in the State Bylaws. Except for monetary fines administered in accordance with established policies and procedures for State programs, any member who is the subject of disciplinary action shall be provided prior written notice including the reason for the proposed disciplinary action, and reasonable opportunity for the member to present information on his/her behalf. The State Board of Director's final decision shall be provided with written notice. Branches do not have authority to take disciplinary actions against members that directly affect or interfere with the State membership rights, including State voting rights, eligibility to participate in State programs, or serving as State director or officer (the "State Rights"). In certain circumstances, the State may authorize and delegate the Branches to undertake such disciplinary actions through policies and procedures established by the State Board. This restriction does not preclude Branches from taking disciplinary actions against members that do not affect or interfere with the State Rights, such as limiting a member's ability to participate in Branch programs or hold Branch office. However, any time a Branch is considering taking a disciplinary action against a member, including the collection of evidence as a possible basis for a disciplinary action, it shall provide notice to the State Board of Directors, in the manner required by the State Board from time to time, and shall comply with any and all policies and procedures established and provided by the Association regarding Branch disciplinary actions. In addition, if at any time, at the sole discretion of the State Board, a Branch disciplinary action affects the State Rights of a member, or affects the interests of the Association, the State Board may intervene, direct, and control the action.

Section 8. Conflict Resolution. Members are encouraged to make every effort to resolve conflicts through direct communication among all of the involved parties, or at the Branch level, so long as such resolution of the conflict does not affect the State Rights of a member, as defined in the State Bylaws and these Bylaws, Article IV, Section 7. If, however, a conflict cannot be resolved among the involved parties, or at the Branch level, or action is required that may affect or interfere with the State Rights of a member, the matter shall be submitted to the State Board of Directors. Conflict resolution procedures undertaken by the Branch must be in accordance with, and not in conflict with, any policies and procedures established by the State Board of Directors. Such policies and procedures may be contained in a separate document pertaining specifically to that matter.

ARTICLE V. BRANCH BOARD OF DIRECTORS

Section 1. Number and Qualifications. There shall be 10 Directors on the Branch Board of Directors, elected by the Voting Members. Upon election, the Directors shall be simultaneously appointed and serve concurrently as the Officers of the Branch, in the offices designated in the election, provided that the Board of Directors may appoint additional non-Director Officers as provided in Article VI, Section 1, below. Directors must be Active Teacher or Life members at the time of nomination and throughout their service as Directors. Termination of a member by the State Board shall automatically result in the termination of that member's position as Director at the Branch, if applicable.

Section 2. Nominations and Election. A Nominating Committee of three (3) Active Teacher or Life members shall be selected by the Branch Board of Directors. The selected members of the Nominating Committee shall be announced at the board meeting in March. The Nominating Committee shall nominate one candidate per office for the Board of Directors and concurrent Officer positions. Nominations by any Voting Member may also be taken from the floor of the Branch Annual Meeting, at which time the elections are held. Voting Members shall elect Directors and Officers at the Branch Annual Meeting. Voting shall be conducted by secret ballot. The candidate receiving the highest number of votes for such candidate's designated office shall be elected.

Section 3. Term. Directors shall serve for a term of two (2) years which shall run concurrently with their term as Officer, or until their successors are elected. Terms of office shall begin on August 1, in correspondence with the beginning of the fiscal year of the Association and the Branches.

Section 4. Powers. The Branch Board of Directors shall have the right, responsibility, and authority to exercise all such powers and perform such acts as may be exercised or undertaken by the Branch, subject to the provisions of the California Corporations Code, the State Articles of Incorporation, the State Bylaws, and these Branch Bylaws. The Branch Board of Directors may delegate the management of its business affairs and other activities provided that the Branch Board retains its ultimate powers and responsibilities.

Section 5. Duties. The Branch Board of Directors shall pursue the purposes of the Branch and shall have discretion in the disbursement of Branch funds. It may adopt any rules, regulations, policies and procedures for the conduct of Branch business and activities that do not conflict with the State Bylaws or State program policies and procedures. The Branch Board of Directors may appoint and remove such agents, contractors, employees, or officers of the Branch, as deemed necessary to execute the duties, powers, and responsibilities of the Branch Board of Directors.

Section 6. Resignation. A Director may resign at any time by giving written notice to the Branch Board of Directors, President, or Secretary. The Branch Board must immediately notify the State Office of the

Association of such resignations. The resignation of such a Director shall result in the automatic and concurrent resignation of the Director's position as an Officer.

Section 7. Removal of Directors. Directors may be removed by a majority of the Voting Members or by a vote of two-thirds of the remaining Directors. In addition, a Director may be removed by the State Association as provided in Article IV, Section 7 or Article V, Section 1 of these Bylaws. The removal of such a Director shall result in the automatic and concurrent resignation of the Director's position as an Officer. Resignation or expulsion of a member shall result in the automatic termination of such member from any office.

Section 8. Vacancies. Vacancies on the Branch Board of Directors shall exist on the death, resignation, or removal of a Director, or whenever the number of authorized Directors is increased. A vacancy on the Board of Directors shall be filled by a vote of the remaining Directors within thirty (30) days after such vacancy has occurred, with the person elected holding office until the next election, or until his or her resignation, removal, or death. Notwithstanding the previous sentence, a vacancy shall be filled by a vote of the members if such vacancy was caused by removal of a Director by the members, or if the Board of Directors does not otherwise fill the vacancy, with the person elected holding office for the unexpired portion of the term or until his or her resignation, removal, or death.

Section 9. Board of Directors' Meetings. Unless otherwise established by the Branch Board of Directors, regular meetings of the Board of Directors shall be held on the first Monday in the month from September through May of each year. Special meetings of the Board of Directors may be called by the President, or by written request of 3 Board members. The Directors shall receive notice of the time and place of a special meeting at least four (4) days in advance of the meeting if by U.S. mail, and at least forty-eight (48) hours in advance if in person, by telephone, or by facsimile/electronic transmission.

Section 10. Quorum. A majority of the Board of Directors shall constitute a quorum. Every decision made by a majority of Directors present at a duly-called meeting in which a quorum is present shall be regarded as an act of the Branch Board of Directors, unless otherwise provided by law or in these Bylaws.

Section 11. Action by Written Consent without Meeting. Any action required or permitted to be taken by the Branch Board of Directors may be taken without meeting, provided that all the members of the Branch Board shall individually or collectively provide unanimous written consent to that action. "Written consent" is defined to include consents submitted and received by electronic transmission, such as facsimile and email communication. All written consents shall be filed with the minutes of the meeting, and shall have the same force and effect as a unanimous vote of the Directors.

Section 12. Meeting by Electronic Conference. Members of the Branch Board of Directors may participate in a meeting through the use of conference telephone or similar electronic means so long as all members participating in such meeting can simultaneously hear one another and participate at will.

Section 13. No Remuneration; Expenses. The Branch Board of Directors shall receive no remuneration for the performance of their duties. Nothing herein contained, however, shall be construed to preclude any Director from serving the Branch or Association in some other capacity demanded by the needs of the Branch or Association for which he or she may receive compensation. Nothing herein contained shall be construed to preclude any Director or Officer from receiving reimbursement for expenses incurred on behalf of Branch business, provided such expenses incurred were approved by the Branch Board of Directors.

Section 14. Audit. The Board of Directors shall annually appoint an auditor, or audit committee, to audit the books of the Treasurer. The State Association may require the Branch to submit the audit report annually.

Section 15. Non-liability. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Branch or the State Association.

Section 16. Branch Indemnification. To the fullest extent permitted by law, the Branch shall defend and indemnify its Directors, Officers, Committee members, employees, and agents, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any threatened, pending, ongoing, or completed proceeding or action, to which they may have been a party by reason of such duties they have performed for the Branch. However, such person shall have no right to reimbursement for matters in which he or she has been adjudged liable to the Branch for negligence or misconduct in the performance of his or her duties.

Section 17. Insurance. The Branch Board of Directors shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of the Branch Directors, Officers, Chairs, Committee members, employees, and agents, against any liability asserted against or incurred by any Branch Director, Officer, Chair, Committee member, employee, or agent, in such capacity or arising out of such person's status. The State's insurance does not cover the Branches, nor their Directors, Officers, chairs, committee members, employees, agents, or any members individually, unless otherwise notified in writing by the State.

ARTICLE VI. BRANCH OFFICERS

Section 1. Officers. The Officers of the Branch shall be the President, Vice President, Recording Secretary, Treasurer, Membership Secretary, and Corresponding Secretary. They shall be elected and installed to office as provided in Article V. In addition, the Branch Board of Directors may elect other non-Director Officers to other Officer positions, as determined by the Board (the "Non-Director Officers").

Section 2. Terms of Office. Officers shall serve for a term of two (2) years, which, if the Officer holds a concurrent position as Director, shall run in exact concurrence with such Officer's term as a Director in accordance with Article V, Section 3.

Section 3. Resignation; Removal of Officer. An Officer may resign at any time by giving written notice to the Branch Board of Directors, President, or Secretary. Resigning Officers shall, within thirty (30) days of leaving office, transfer all records, books, funds and other pertinent material of said office to their successor. If the Officer holds a concurrent position as Director, the resignation of such an Officer shall result in the automatic termination of the Officer's position as a Director. The Branch Board must immediately notify the State Office of the Association of such resignations. An Officer may be removed at any time with or without cause by the Branch Board of Directors, unless an Officer also holds a concurrent position as a Director, for which the provisions for removal of a Director provided in Article V, Section 7 must apply. In addition, the State Board has the power to remove Officers as provided in Article IV, Section 7, and Article V, Section 1 of these Bylaws. Resignation or expulsion of a member shall result in the automatic termination of such member from any office.

Section 4. President. The President shall be the principal officer of the Branch and shall have general supervision, direction, and control of the business, activities, officers, and personnel of the Branch. The President shall preside at all meetings of Branch Board and members' meetings. The President, in consultation with the Branch Board, shall appoint committees as necessary, and shall be an ex-officio member of any committees except the Nominating Committee. The President is authorized to co-sign with the Treasurer checks issued by the Branch.

Section 5. Vice-President. If the President is absent or unable to act, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such duties as from time to time may be prescribed by the Branch Board of Directors, or these Bylaws.

Section 6. Treasurer. The Treasurer shall be responsible for keeping and maintaining adequate and correct accounts of the properties and business transactions of the Branch, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall be responsible for depositing all monies and other valuables in the name and to the credit of the Branch with such depositories as may be designated by the Branch Board of Directors. The Treasurer shall render an annual financial report and other financial reports, periodically or on request of the Branch Board, regarding all transactions and the financial condition of the Association. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Branch Board of Directors, or these Bylaws. The Treasurer shall co-sign all checks with the President or other designated directors.

Section 7. Recording Secretary. The Recording Secretary shall be responsible for keeping a book of minutes at the principal office, or at such other place as the Branch Board of Directors may direct, of all meetings of Directors and members. The Recording Secretary shall be responsible for providing notice of all meetings of the members and of the Branch Board of Directors required by the Bylaws or by law, and shall have such other powers and perform such other duties as may be prescribed by the Branch Board of Directors, or these Bylaws. **[Optional insert:**

Section 8. Membership Secretary. The Membership Secretary shall be responsible for the supervision of membership applications and related membership matters of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Branch Board of Directors, or these Bylaws.

ARTICLE VII. BRANCH MEMBER MEETINGS AND OTHER ACTIONS

Section 1. State Association Membership Meetings. The provisions related to the Annual Business Meeting and other member meetings of the Association are contained in the State Bylaws, including provisions pursuant to which Voting Members elect delegates to represent them at the Annual Business Meeting.

Section 2. Branch Annual Meeting. The members must meet at least once per year at the May Business Meeting for the purpose of electing Directors and transacting other business as may come before the meeting. Such meeting must be duly called at such time and place and pursuant to the notice provisions set forth in Article VII, Section 4 and pursuant to the notice provisions set forth in Article VII, Section 5.

Section 3. Regular Meetings. The regular meetings of the Branch shall be held on the fourth Monday of the month, from September through May, except for December and the month of the Branch Certificate of Merit, inclusive unless otherwise established by the members or Branch Board of Directors.

Section 4. Special Meetings. Special meetings of the members may be called by the President, Branch Board of Directors, or upon the written request of 3 members of the Branch.

Section 5. Notice of Branch Meetings. The Branch shall provide written notice of the annual meeting and any special members' meetings to each Voting Member. The notice shall be delivered via electronic message or to the last address provided by the member to the Branch, not less than ten (10) nor more than ninety (90) days before the date of such meeting. The notice shall state the place, date, and time of the meeting and the general nature of the business to be transacted, and no other business may be transacted. In the case of a meeting at which Directors will be elected, the notice shall include the names of all those who are nominees as of the date of the notice.

Section 6. Quorum. Ten Voting Members shall constitute a quorum at any member meetings.

Section 7. Act of the Members. Voting may be conducted either at a member meeting at which a quorum is present, or by a written ballot in which the number of votes cast equals or exceeds the number required for a quorum. Approval of a matter voted on requires an affirmative majority of the votes cast, unless otherwise provided in these Bylaws.

Section 8. Voting at Meetings. Voting at meetings may be conducted by voice or secret ballot. Proxy voting and cumulative voting shall not be permitted on any matter voted upon by the members.

Section 9. Action by Written Consent without Meeting. Any action required or permitted to be taken by the Voting Members may be taken without meeting, provided that all the Voting Members shall individually or collectively provide unanimous written consent to that action. "Written consent" is defined to include consents submitted and received by electronic transmission, such as facsimile and email communication. All written consents shall be filed with the minutes of the meeting, and shall have the same force and effect as a unanimous vote of the Directors.

ARTICLE VIII. BRANCH COMMITTEES.

Section 1. Committees. The Branch Board of Directors may establish committees to oversee and be responsible for programs and projects, from time to time, as needed.

Section 2. Standing Committees. The Branch Board of Directors has the power to appoint and establish standing committees from time to time, as deemed beneficial to meet the needs of the Branch.

Section 3. Special Committees. The Branch Board of Directors has the power to appoint and establish special committees from time to time, as deemed beneficial to meet the needs of the Branch.

Section 4. Committee Chairs. The Branch Board of Directors has the power to appoint Committee Chairs and Committee members, who shall serve until their successors are appointed.

Section 5. Duties of the Committees. The duties of the Committees shall be prescribed by the Branch Board of Directors. Any expenditure necessary in the performance of duties by the Branch Committees

shall be approved by the Branch Board of Directors. Any contracts and agreements negotiated or entered into by the Branch Committee must be signed by the duly authorized representatives of the Branch Board of Directors and the duly authorized representatives of the other party or parties to the contract or agreement.

Section 6. Resignation; Removal. Committee Chairs and members may resign at any time by providing written notice to the Board of Directors, President, or Recording Secretary of the Branch. Any such resignation shall take effect at the date of the receipt, or at a later date specified in the notice and approved by the Board of Directors. Any Committee Chair or member may be asked to voluntarily resign, or be removed by, the Board of Directors, at any time, with or without cause.

ARTICLE IX. RELATIONSHIP BETWEEN STATE AND BRANCH

Section 1. General. The Branches are unincorporated associations who have fulfilled the Association's Charter requirements, and by so doing, consent to become affiliates of the Association. The Branches agree to maintain the terms and conditions of its Charter and affiliation with the Association, as set forth in the State Bylaws and as established and determined by the State Board of Directors from time to time. Among other benefits of affiliation, Branches are listed as subordinate organizations under a group exemption ruling from the Internal Revenue Service for tax-exempt status under Section 501(c)(6) as a business league, provided the Branches annually submit the requested documentation and information required for the group exemption.

Section 2. Charter. Upon fulfilling the formation and operating requirements necessary to organize and establish a new Branch, and approval by the State Board of Directors, a Charter shall be granted to each new Branch. The new Branch shall maintain the terms and conditions of its Charter and affiliation with the Association as provided in Article IX, Section 1. The State Board of Directors has the power to revoke or terminate the Charter and affiliation of a Branch for cause, including but not limited to, the number of members in the Branch falling below five (5), or failure of the Branch to maintain the formation or operating requirements of a Branch. The State Board of Directors also has the power to revoke or terminate the Charter of a Branch in the event a Branch has taken actions, or continues to take actions, that wrongfully interfere with membership rights, or are deemed harmful to the Association and/or its members, in the determination of the State Board, provided the State Board has: (i) conducted a full and impartial investigation of the facts and circumstances, (ii) given reasonable opportunity for the Branch to present information on its behalf, and (iii) exhausted all other remedies, disciplinary, or corrective actions. Revocation or termination of a Charter shall result in the dissolution of the Branch and concurrent termination of affiliation with the Association. The Branch's net assets remaining after the discharge of all obligations shall revert to the State Association.

Section 3. Affiliation; Branch Use of Association Name. In referring to its affiliation with the Music Teachers' Association of California, Branches may use the name of the Music Teachers' Association of California on their stationery, publications, or promotional literature, as so long as they designate the Branch name also and include the phrase "Affiliated with the Music Teachers' Association of California." This statement must be included in the Bylaws and must appear in other publications of the Branches.

Section 4. Branch Bylaws. Branch Bylaws and any amendments, revisions, or restatements thereto, must be in conformity with the State Bylaws and any Model Branch Bylaws provided by the Association, and may include any other bylaws the Branch wishes to adopt, so long as they are approved by the State Board as

provided below. In the event of a conflict, the State Bylaws and any Model Branch Bylaws shall govern. When a State Bylaw amendment, revision, or restatement affects Branch Bylaws, the State shall amend, revise, or restate the Model Branch Bylaws accordingly, so that a Branch may ensure conformity with the State Bylaws. Branch Bylaws, including any amendments, revisions, or restatements thereto, must be submitted to and approved by the State Board of Directors before they become effective.

Section 5. Branch Code of Professional Conduct. Any Branch codes of professional conduct or ethics shall be in conformity with any codes, policies, procedures, rules or guidelines established and provided by the Association pertaining to such matters, including any amendments, revisions, or restatements thereto. Branch Codes of Ethics or Professional Conduct must be approved by the State Board before they become effective. Branch Codes of Ethics or Professional Conduct shall not be contained in any Branch Bylaws, but shall exist as an independent document.

Section 6. Branch Officers and Directors. Branch Officers and Directors shall be elected by the members of that Branch, in accordance with the provisions of Branch Bylaws. Branch Officers and Directors may be removed according to the provisions of the Branch Bylaws. The State Board also has the authority and power to remove Branch Officers and Directors, in accordance with the disciplinary action provisions of Article IV, Section 20 of the State Bylaws. Branches, and Branch Bylaws, may not grant honorary or lifetime Office or Director titles or positions. Branch Officers and Directors have responsibilities to the Association, the Branch, and the members, and by accepting such position, agree to be bound to the duties and responsibilities governed by the provisions of the California Corporations Code, the Articles of Incorporation, the State Bylaws, the Branch Bylaws, and any other policies and procedures established by the State and Branch Boards, from time to time.

Section 7. Interpretation; Final Determination. The Association has the sole authority as to the interpretation, application, and final determination of the State Bylaws, the Articles of Incorporation, Association policies and procedures, codes of conduct or ethics, and any other rules and regulations. The Association has the final authority regarding the interpretation, application, and determination of Branch Bylaws, Branch codes of conduct or ethics, policies and procedures, and any other rules and regulations that affect State-Level Rights of members or the interests of the larger Association, as determined in the sole discretion of the State Board. This statement shall appear in all Branch Bylaws.

Section 8. Liability. Branches have no authority to, and may not, incur or contract any indebtedness, obligations, or any other liabilities, which might be construed or considered a liability of the State Association. These Bylaws shall not be deemed to create any relationship of agency, partnership, or joint venture between the Association and Branches, and the Branches shall not make such representation to anyone. The Branches are not, and may not represent that they are, an arm, agent, legal representative, or integral part of the Association, and the Association shall not be involved in the day-to-day affairs of the Branches, except as related to membership and State programs or materials. Branches shall take all reasonable measures to ensure that third parties with which it has dealings understand that it is a separate legal entity from the Association. The Association is not responsible or liable for the debts of the Branches or actions taken by the Branches that may create liability for the Association, by virtue of affiliation.

Section 9. State Indemnification. The Branch shall defend and indemnify the Music Teachers' Association of California and its Directors, Officers, Staff, employees, and agents, and save them harmless from and against any and all liabilities, losses, damages, costs, claims, liens, judgments, penalties, fines, attorneys' fees, court costs and other legal expenses, insurance policy deductibles, and all other expenses arising out

of or related to any act, omission or negligence by the Branch, or its Directors, Officers, employees or agents, arising from any claim of any nature whatsoever.

Section 10. Financial Reports. All Branches shall have the same fiscal year as the State Association, from August 1 through July 31, and shall send financial reports to the State Office on a form prescribed by the State Board of Directors on or before August 15 of each year. The State Board of Directors may, at any time, perform a financial review or audit of any Branch.

Section 11. Branch Names. A Branch shall be designated by the name of the county in which it is located. Where there are two (2) or more Branches in the same county, the Association shall designate the newer Branch with a name corresponding to the specific local area in which the Branch is located.

Section 12. Membership Directory. The State Membership Directory is a benefit of membership for facilitating communication among members and shall be used by members only, and may not be used by members or non-members for commercial or solicitation purposes. Mailing lists for such purposes may be purchased directly from the State Office.

ARTICLE X. CONVENTION

Section 1. Annual State Convention; Annual Business Meeting. There shall be an Annual State Convention of the Association (the "Convention") held between June 1 and August 31, at such time and place as determined by the State Board of Directors, except that the location shall alternate each year between the North Region and South Region. Pursuant to the State Bylaws, the Annual Business Meeting of the members of the Association shall be held during the Annual State Convention.

Section 2. Fees and Expenses. The State Board of Directors shall determine all registration and other fees for the Convention and shall be solely responsible for the preparation, organization, and conduct of the Convention.

ARTICLE XI. ARBITRATION

In the event of any dispute, claim, question, or disagreement arising from or relating to the Association's Articles of Incorporation, these Bylaws, Branch Bylaws, and any State or Branch rules, regulations, policies, or procedures, or the breach thereof, the Association and its members shall use their best efforts to settle the dispute, claim, question, or disagreement. To this effect, they shall consult and negotiate with each other in good faith, and recognizing their mutual interests, attempt to reach a just and equitable solution satisfactory to both parties. If they do not reach such solution within a period of sixty (60) days, then upon notice by either party to the other, all disputes, claims, questions, or differences shall be finally settled by arbitration administered by the American Arbitration Association in accordance with the provisions of its Commercial Arbitration Rules.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order, Newly Revised shall govern the Association and the Branches in all cases where they apply and where they are not inconsistent with the California Corporations Code, the Articles of Incorporation, these Bylaws, and any special rules of order the Association may adopt.

ARTICLE XIII. DISSOLUTION

In the event of dissolution of the Branch, the net assets remaining after the discharge of all obligations shall be transferred to the State Association, or according to the requirements provided by state or federal law.

ARTICLE XIV. AMENDMENT OF BRANCH BYLAWS

Section 1. Amendment Proposals. Amendments may be proposed by the Branch Board of Directors, or by written petition signed by five-percent (5%) of the Voting Members in the Branch, submitted in writing to the Branch Board of Directors at least 14 days before the vote on the amendment is expected to be taken.

Section 2. Methods of Amendment. These Branch Bylaws may be amended in conformance with Article IX, Section 4, by a vote of two-thirds of those Voting Members at a meeting where quorum is present, or by two-thirds of Voting Members casting a written ballot in which the number of votes cast equals or exceeds the number required for a quorum. In each case, written notice of the proposed amendments, including the text of the proposed amendments, shall be submitted to the Voting Members at least 14 days prior to the date of the action. Such amendments that are approved by the Voting Members shall not become effective until final approval by the State Board pursuant to Article IX, Section 4, above.

Section 3. Amendments to State Bylaws. Provisions for proposing and amending the State Bylaws are set forth in the State Bylaws.