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Florida Orchestra Association, Inc.

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By-laws
July 2021

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FLORIDA ORCHESTRA ASSOCIATION, INCORPORATED
BYLAWS

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72 **FLORIDA ORCHESTRA ASSOCIATION, INCORPORATED**
73 **BYLAWS**
74 (As amended July 2021)

75 **ARTICLE I – NAME**

76
77 The name of this Corporation, not for profit, shall be “Florida Orchestra Association,
78 Incorporated”

79
80 **ARTICLE II – PURPOSE**

81
82 The organization is organized exclusively for charitable, religious, educational, and/or scientific
83 purposes under Section 501(c)(3) of the Internal Revenue Code.

84
85 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to,
86 its member, trustees, officers or other private persons, except that the organization shall be
87 authorized and empowered to pay reasonable compensation for services rendered and to make
88 payment and distributions in furtherance of the purposes set forth in the purpose clause hereof.
89 No substantial part of the activities of the organization shall be the carrying on of propaganda, or
90 otherwise attempting to influence legislation, and the organization shall not participate in, or
91 intervene in (including the publishing or distribution of statements) any political campaign on
92 behalf of any candidate for public office. Notwithstanding any other provision of this document,
93 the organization shall not carry on any other activities not permitted to be carried on (a) by an
94 organization exempt from federal income tax under section 510(c)(3) of the Internal Revenue
95 Code, or corresponding section of any future federal tax code, or (b) by an organization,
96 contributions to which are deductible under 170(c)(23) of the Internal Revenue Code, or
97 corresponding section of any future federal tax code.

98
99 The specific goals of this organization shall be:

- 100 A. To promote and develop interest in instrumental and general music in Florida’s
101 secondary schools; and
102 B. To encourage improvement and advancement in school instrumental music groups;
103 and
104 C. To promote experiences in music for each student in Florida schools; and
105 D. To advance music education in the State of Florida; and
106 E. To encourage and assist in the professional growth of the membership.
107

108 **ARTICLE III – MEMBERSHIP**

109
110 **Section 1 Types of Membership**

- 111
112 A. Active membership in the Association shall be open to individuals who are
113 employed as public or private music teachers in the State of Florida, or who
114 are engaged in the teaching or musical direction of orchestral instruments at
115 any level.
- 116 B. Associate membership in the Association shall be open to persons or
117 institutions interested in the furtherance of the purposes of this Association as
118 stated under Article II. Associate members may not vote or hold office. (*see*
119 *Membership Section - 2B*)
- 120 C. Collegiate membership is open to all individuals who are currently enrolled in
121 a two (2) or four (4) year institution of higher learning in the State of Florida.
122 Collegiate members are not eligible to vote or hold office.
- 123 D. Honorary membership, which is for life, is recommended by the Executive
124 Board and conferred by majority vote at a General Business meeting.
125 Honorary members are exempt from the payment of dues. Honorary members
126 are not eligible to vote or hold office.
- 127 E. Life Membership is automatically conferred upon those who have been Active
128 FOA members for twenty-five (25) consecutive years. Life members are
129 eligible to vote, but not hold a State elected office.
- 130 F. Retired membership is open to individuals who have retired from teaching
131 instrumental music in Florida or another state. Retired members are eligible to
132 vote, but not hold a State elected office.

133
134 **Section 2 General Statement**

- 135
136 A. Dues shall be paid to the Executive Director, either directly or through
137 NAFME/FMEA. The membership and fiscal year is from July 1 to June 30.
138 Membership rolls will be purged on September 15 each year.
- 139 B. Active, Associate and Collegiate membership, or reinstatement of that
140 membership level in the Florida Orchestra Association, Inc. shall be
141 contingent upon becoming a Full Active or Active Research member of
142 the NAFME/FMEA. Other membership categories shall be exempt from the
143 requirement of being a member of the NAFME /FMEA, but those members
144 are strongly encouraged to join.

145
146 **Section 3 Suspension of Members**

147
148 The Executive Board may suspend any member of the Association from the exercise of all rights
149 and privileges of membership during any period not extending beyond the next business meeting
150 of the Association, for any cause which shall, in their opinion, render such suspension necessary
151 or expedient, provided that at least four (4) members of the Executive Board are present at the
152 meeting at which suspension is voted and that a majority of such members consent thereto.
153 Whenever suspension of a member has thus occurred, the membership of the Association shall,

154 at the next business meeting by majority vote, either reinstate the member or uphold the
155 suspension, which thereby becomes expulsion. In the event that a member previously expelled
156 wishes to re-join the Association, he/she may do so only if approved by a majority of the
157 Executive Board and a majority vote of the members present at the next business meeting.
158

159 **Section 4 Suspension of Board Members**

160
161 The Executive Committee may, by a majority vote, suspend any member of the Executive Board
162 from acting in his/her office and appoint a replacement. Such suspension must be upheld by
163 majority vote of the Executive Board of the Association at the next Board meeting. Suspension
164 from office does not affect an officer’s membership status.
165

166 **ARTICLE IV – DUES**

167
168 **Section 1 Payment**

169
170 The annual dues for the Florida Orchestra Association, Inc. shall be set by the Executive
171 Finance Committee and approved by the Executive Board at the May board meeting for the
172 following fiscal year. Notification of dues will be posted on the Association’s web site, and
173 will also be available from the Executive Director.
174

175 **Section 2 Non-payment**

176
177 In the event a member fails to pay dues, the Association has no obligation to send such member
178 any communications. A member who is suspended by reason of non-payment of dues may
179 be fully reinstated upon payment of dues for the current year.
180

181 **ARTICLE V – OFFICERS AND MANAGEMENT**

182
183 **Section 1 Officers**

- 184
185 A. The Officers of the Corporation at the State level shall be a President, a Past-
186 President, a President-Elect, and All-State Middle School (7-8) Orchestra
187 Coordinator, an All-State Concert (9-10) Orchestra Coordinator, an All-State
188 Symphonic (11-12) Orchestra Coordinator, an All-State Middle School (7-8)
189 Honors Orchestra Coordinator, and an All-State High School (9-12) Honors
190 Orchestra Coordinator.
191 B. The Officers of the Corporation at the District level shall be a District Chair
192 and, if desired by a District a District Treasurer, with only one District officer
193 voting on the Executive Board.
194

195 **Section 2 Elections/Appointments**

- 196
197 A. State officers shall be nominated and elected every two (2) years, or as
198 needed, at a business meeting of the Association. Such election shall be by
199 majority vote, using a secret ballot. If an officer is unable to complete his/her

- 200 term of office, the Executive Committee (*see Structure of the Board Section*
201 *3B*) shall appoint a member to complete the unexpired term of that office.
- 202 B. The All-State Middle School (7-8) Honors Orchestra Coordinator and the All-
203 State Symphonic Orchestra Coordinator shall be elected in January of the odd-
204 numbered years and the All-State Middle School Orchestra (7-8) Coordinator,
205 the All-State Concert (9-10) Orchestra Coordinator, and the All-State High
206 School (9-12) Honors Orchestra Coordinator shall be elected in January of the
207 even-numbered years. Each office is for a two (2) year term, beginning July
208 1st of the calendar year following the meeting at which they were elected.
209 An elected All-State Coordinator will serve a term of two (2) years and may
210 serve no more than two consecutive terms in that role.
- 211 C. District officers shall be nominated and elected every two (2) years, or as
212 needed, at a district business meeting of the Association. Such election shall
213 be by majority vote, using a secret ballot. If an officer is unable to complete
214 his/her term of office, the Executive Committee shall appoint a member of
215 that district to complete the unexpired term of the office.
- 216 D. District officers in odd numbered districts should be elected in an odd
217 numbered years and even numbered districts should be elected in even
218 numbered years.
- 219 E. Only Active members may hold a (State) elected office. Associate,
220 Collegiate, Honorary, Life, and Retired members are not eligible to become
221 officers. (Any officer who takes normal retirement from
222 teaching/supervision of strings and thus assumes Retired membership status
223 may finish out the remainder of his/her term of office.)
224

225 **Section 3 Structure of Board**

- 226
- 227 A. Executive Committee shall consist of the President, Past-President, and the
228 President-Elect. Responsibilities of the Executive Committee shall be to:
- 229 1. Make recommendations concerning the affairs of the Association as it
230 shall from time to time deem appropriate.
- 231 2. Serve as the Finance Committee to make financial recommendations to
232 the Board of Directors.
- 233 3. Recommend to the Board of Directors a budget for the Association.
- 234 B. Executive Board shall include all members of the Executive Committee, all All-
235 State Coordinators, all Committee Chairs, and all District Chairpersons.
236 District Chairpersons will represent each geographical area of the State as set
237 forth by FSMA, and will either be elected by the District's membership or
238 appointed by the President of the association for a two (2) year term. Their
239 duties include, but are not limited to, representing the interests of the District's
240 membership at Board meetings, contribute to the Executive Director review,
241 and serve on various committees of the Association.
- 242 C. Executive Board voting members shall be the President, Past-President,
243 President-Elect, the All-State Coordinators, the District Chairperson
244 representing their specific district (or approved alternate), and one (1)
245 committee chairperson representative appointed by the President.

246 **Section 4 Executive Director**

- 247
- 248 A. An Executive Director will be appointed and offered a contract (including
- 249 salary) by the Finance Committee with final approval for appointment and
- 250 contract by the Executive Committee. This appointment is subject to
- 251 contractual and salary review by the Finance Committee annually with input
- 252 from the Executive Board.
- 253 B. The Executive Director shall maintain: all Association records, membership
- 254 lists, financial records, communication, daily activities of the Association
- 255 as directed by members of the Executive Committee, and serve as
- 256 Parliamentarian of all formal meetings.
- 257 C. The Executive Director will serve as an ex-officio member of the Executive
- 258 Board and all committees.
- 259

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

- 261
- 262 A. President
- 263 1. Attend all Executive Board Meetings
- 264 2. Serve as Chief Executive Officer of the Association and preside over
- 265 meeting of the Executive Board and the Association.
- 266 3. Perform the duties delegated to him/her in the Bylaws, the Association
- 267 and the Executive Board.
- 268 4. Appoint all committees and representative(s) to other Boards.
- 269 5. Serve as a member of the Executive Board of FMEA.
- 270 6. Enforce the observance of the Bylaws and other regulation of the
- 271 Association.
- 272 7. Serve as a liaison between the All-State Orchestra Coordinators and
- 273 the Executive Board.
- 274 B. President-Elect
- 275 1. Attend all Executive Board Meetings.
- 276 2. Perform the duties of the President in his/her absence or inability to act
- 277 as president.
- 278 3. Perform duties as delegated by the Bylaws, Association and the
- 279 Executive Board.
- 280 4. Serve as a member of the Executive Board of FSMA.
- 281 C. Past President
- 282 1. Attend all Executive Board Meetings.
- 283 2. Serve as advisor to the President and Chairman of the Handbook
- 284 Committee.
- 285 3. Assume the office of Past-President upon the conclusion of his/her
- 286 tenure as President.
- 287 D. All-State Middle School (7-8) Orchestra Coordinator
- 288 1. Attend all Executive Board Meetings.
- 289 2. Represent the particular concerns and interests of the All-State Middle
- 290 School Orchestra
- 291 3. Serve as a liaison between the All-State Orchestra Conductor and the

- 292 Executive Board
293 E. All-State Middle School (7-8) Honors Orchestra Coordinator
294 1. Attend all Executive Board Meetings.
295 2. Represent the particular concerns and interests of the All-State
296 Middle School Honors Orchestra.
297 3. Serve as a liaison between the All-State Orchestra Conductor and the
298 Executive Board.
299 F. All-State Concert (9-10) Orchestra Coordinator
300 1. Attend all Executive Board Meetings.
301 2. Represent the particular concerns and interests of the All-State
302 Concert Orchestra.
303 3. Serve as a liaison between the All-State Orchestra Conductor and the
304 Executive Board.
305 G. All-State Symphonic (11-12) Orchestra Coordinator
306 1. Attend all Executive Board Meetings.
307 2. Represent the particular concerns and interests of the All-State
308 Symphonic Orchestra.
309 3. Serve as a liaison between the All-State Orchestra Conductor and the
310 Executive Board.
311 H. All-State High School (9-12) Honors Orchestra
312 1. Attend all Executive Board Meetings
313 2. Represent the particular concerns and interests of the All-State High
314 School Honors Orchestra
315 3. Serve as a liaison between the All-State Orchestra Conductor and the
316 Executive Board
317 I. District Chairpersons
318 1. Attend all Executive Board Meetings.
319 2. Serve as a liaison between the members of their District and the
320 Executive Board.
321 3. Preside over District activities
322 4. Maintain communication with all members within their District.
323

324 **Section 6 Association Fiscal year**
325

326 The fiscal year of the Association shall run from July 1st to June 30th.
327
328

329 **Section 7 Scheduled Meetings/Requirements**
330

- 331 A. The Executive Board will hold three (3) meetings during a fiscal year:
332 1. Summer/Fall meeting to approve the current fiscal budget for
333 presentation and approval by the Executive Board and deal with
334 motions from each District.
335 2. Winter - the evening before FMEA Professional Development
336 Conference to discuss All-State sanctions, deal with motions from
337 Districts, and review preparations for State Solo & Ensemble and
338 Concert MPA

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3. May – review fiscal goals, MPA reports, District Financial reports, Executive Director Review, Committee meetings, and deal with motions from District meetings.
 4. The Finance Committee will present the annual budget including income and expenses for the current fiscal year for Executive Board approval at their first meeting of the new fiscal year. Once approved by the Executive Board, the budget shall be presented to the membership for acceptance at the first general business meeting of the Association that fiscal year.
- B. The Executive Board will maintain and update periodically the District Officers Manual (DOM), the State Adjudication Manual (SAM), and the All-State Chair Manual (ASCM).

ARTICLE VI – NOMINATION AND ELECTIONS

Section 1 Nominations

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

Section 2 Elections

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

386 **Section 3 Assumption of Office**

387
388 Officers shall assume office on July 1st following the meeting in which they were elected.

389
390 **Section 4 Temporary Appointments**

391
392 The Executive Committee shall have the authority to make temporary appointments to fill any
393 vacancies among the elected officers with the approval of the Executive Board, until the time
394 that such vacancies can be filled by election of the membership at the next business meeting
395 of the Association.

396
397 **ARTICLE VII – COMMITTEES**

398
399 Standing committees and the Chairperson of each shall be appointed by the President after he/she
400 takes office. The members of each committee shall serve for two years and may be reappointed
401 at the discretion of the President-Elect. The Executive Director shall be considered an ex-
402 officio member of all committees. The President shall fill all vacancies occurring in said
403 committees. In addition to the standing committees herein provided for, other committees may
404 be created by the President at the recommendation of the Executive Board. The standing
405 committees are as follows:

- 406 1) Music Performance Assessment (MPA) Committee – The President-Elect is
407 Chairperson of this committee. This committee shall be composed of no less than
408 three members, whose duties in part shall be to recommend changes in format or
409 operation of District or State MPA for Board and membership approval.
- 410 2) Handbook Committee – This committee, chaired by the Past President, shall
411 recommend necessary additions, deletions and revisions to the Handbook of the
412 Association.
- 413 3) Music Committee – This committee shall consist of the appointed chair and shall
414 be composed of no less than three, whose duties in part shall be to annually
415 select the music for the MPA Required Music List.
- 416 4) Professional Development/Conference Planning Committee – This committee
417 shall be chaired by the President, or their designee, and shall be composed of no
418 less than three members whose duties are to select, contact and reserve
419 clinicians for the FMEA Professional Development Conference and the FOA Fall
420 Conference.
- 421 5) Sight-Reading Committee – This committee shall consist of the appointed chair
422 and shall consist of no less than three members. The duties are to select the sight-
423 reading music for use by orchestras in all classifications at the District Music
424 Performance Assessments and to establish and maintain a list of sight-reading
425 selections used at past Music Performance Assessments.
- 426 6) All-State Audition Music Committee – This committee shall consist of the
427 appointed chair and any appropriate sub-committee members. This committee
428 shall oversee the selection of the all-state audition repertoire.
- 429 7) Ethics Committee – This committee shall consist of the appointed chair and shall
430 be composed of no less than three members whose duties are to receive and
431 investigate complaints of unethical actions using adopted procedures. This

432 committee reports to the Executive Board the findings of the committee and
433 recommends appropriate action.

434 8) Awards Committee – This committee shall consist of the appointed chair and
435 shall be composed of no less than three members whose duty shall be to
436 recognize outstanding achievement and service to FOA.

437 9) Benevolence Committee – This committee shall consist of the appointed chair and
438 shall be composed of no less than three members whose duty shall be to receive
439 from the membership any information regarding the illness or passing of any
440 member.

441

442 **ARTICLE VIII – MEETINGS**

443

444 **Section 1 Number of Meetings**

445

446 There shall be two (2) business meetings of the Association per year, one at the FOA
447 Summer/Fall Conference and the other during the FMEA Professional Development Conference.

448

449 **Section 2 Order of Business**

450

451 A. At each meeting of the Association, the order of business shall be as follows,
452 unless varied by the President. The membership may overrule the President in
453 varying or dispensing with any part of the order of business of the Association by
454 a majority vote.

455

1. Roll call of members

456

2. Reading and approval of minutes of past general meeting and Executive
Board meeting

457

3. Treasurer's report

458

4. Reports or message from the President

459

5. Committee reports

460

6. District reports

461

7. New business

462

8. Good of the Association

463

9. Election of officers as needed

464

465

466 **Section 3 Meeting Conduct**

467

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

470

471 **ARTICLE IX – ASSOCIATION MATERIALS**

472

473 A Handbook and Bylaws are available to all members via the Florida Orchestra Association,
474 Incorporated website (www.myfoa.org). Other records, forms, and related materials are
475 available on the website.

476

477

478 **ARTICLE X – DISTRIBUTION OF ASSETS UPON DISSOLUTION**

479
480 Upon dissolution of this corporation, all assets remaining after payment of costs and expenses of
481 such dissolution shall be distributed to the Florida Music Educators Association, Incorporated, a
482 501(c)(3) organization, or the assets shall be distributed for one or more exempt purposes within
483 the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any
484 future federal tax code, or shall be distributed to the federal government, or to a state or local
485 government, for a public purpose as shall be determined by the Executive Board at the time of
486 dissolution. None of the assets shall be distributed to any member, officer or director of this
487 corporation.

488
489 **ARTICLE XI – AMENDMENTS TO BYLAWS**

490
491 The Association may, at any meeting, by affirmative vote of two-thirds (2/3) majority of Active
492 and Life members present, amend or repeal its Bylaws, providing that no proposal for such
493 amendment or repeal shall be acted upon unless the text has been published to the membership at
494 least thirty (30) days prior to a general business meeting.