

BY-LAWS
OF
EARLY CHILDHOOD MUSIC & MOVEMENT ASSOCIATION, INC.

Article 1.

Definitions

Section 1.1 Name: The “Corporation” shall mean: Early Childhood Music Association” also DBA as “The Early Childhood Music & Movement Association as per filed document [19981026679](#), its successors and assigns.

Section 1.2 Board: The “Board” shall mean the Board of Directors of the Corporation.

Article 2.

Purposes, Objectives and Governing Instruments

Section 2.1 The general purpose and primary objective of the corporation is to promote music and movement in early childhood.

(a) Location. The address of the registered office of the Corporation in the State of Colorado and the name of the registered agent at such address shall be as determined from time to time by the Governing Board. The Corporation may also have other offices at such places within or without the State of Colorado as the Governing Board may from time to time designate or the business of the Association may require.

(b) Change of Location. In the manner permitted by law, the Governing Board or the registered agent may change the address of the Corporation’s registered office in the State of Colorado and the Governing Board may make, revoke, or change the designation of the registered agent.

Section 2.2 The general purpose and primary objective of the Corporation is to promote music and movement in early childhood. In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

Section 2.3 The specific purposes for which the Corporation is organized are to be an advocate for music and movement in early childhood, to further the advancement and development of music and movement education for young children, and to serve the needs of educators in music and movement and/or early childhood. In order to further these purposes, the Corporation shall:

(a) Encourage music and movement education opportunities for young children as an integral part of the development of the whole child.

(b) Encourage the training and continuing professional development of educators in music and movement and/or early childhood. Strive to achieve the highest

possible professional standards by encouraging ECMMA Certification for all members.

(c) Provide a network of communication, support and information to members of the corporation, parents, and to the general public through publications, conventions, and meetings.

(d) Foster a free exchange of information among professionals in the areas of music and movement and early childhood development.

(e) Encourage and support research in the areas of music and movement and/or early childhood development.

Section 2.4 Governing Instruments; The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.5 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2.6 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article 3.

Membership

Section 3.1 The membership of this corporation shall be open to any person or organization interested in the purposes of this corporation. Other requirements for memberships or classifications of memberships may be established by the Board of Directors by resolution subject, however, to the provision that memberships shall not be transferable.

Section 3.2 Classes of Members. The Corporation shall have at least two categories of membership: one for individual members, and another for group memberships. The conditions, terms, privileges, rights, and duties of membership shall be stated or provided for in the Operational Procedures Document. No right bestowed upon or requirements of any member shall be other than in furtherance of the exclusive purposes of the Association as set forth in the Articles of Incorporation.

Section 3.3 Subclasses of Members. Within either of the two categories set out above, or any other category established by the Board, the Board shall have the authority to establish subclasses of members as it may from time to time determine. The

conditions, terms, privileges, rights, and duties of each subclass of membership shall be established by the Board and shall be stated or provided for in the Operational Procedures Document.

Section 3.4 The members of the corporation shall meet BIENNIALY as follows:

(a) A national biennial meeting shall be held, before which the members shall vote in the election of Directors and Officers as provided in these Bylaws. The first biennial meeting shall be held on July 15-18, 1994, at Blue Ridge Assembly, Black Mountain, North Carolina, and each subsequent biennial meeting time and place shall be announced at the prior meeting.

(b) Regional meetings and conferences of the members shall be held during those years in which a biennial meeting is not held.

Section 3.5 Special meetings of the members may be called by the President of the corporation or by twenty-five percent (25%) of the then membership of the corporation by petition to the Secretary at least sixty (60) days before the date of such special meeting.

Section 3.6 Notice of membership meetings, including date, day, and hour shall be delivered as follows:

(a) BIENNIAL MEETINGS. Notice shall be provided in the corporation's quarterly publication and posted on the website at least ninety (90) days before such meeting.

(b) SPECIAL MEETINGS. Notice shall be provided not less than sixty (60) days prior to such special meeting and shall be deemed to be delivered when deposited in the United States mail, postage prepaid, and/or emailed to each voting member at the address shown on the records of the corporation.

Section 3.7 At least ninety (90) days prior to each biennial meeting, the Nominating Committee shall prepare a slate of candidates to serve as Officers and Directors of the Corporation and submit the entire slate to the Board. At least sixty (60) days before the biennial meeting, the Nominating Committee shall provide to all voting members a ballot containing the names of the candidates approved by a majority of the Board of Directors to be elected to serve as Officers and Directors. However, in the event that the Board fails to act in thirty (30) days after receiving the slate of candidates, the Nominating Committee may publish its slate of proposed candidates for the voting members. To vote, a member must return a ballot to the Chair of the Elections Committee not more than thirty (30) days subsequent to the publishing of the ballot, such date to be stated on the ballot as the last valid date for casting a vote. Write-in candidates shall be allowed. If possible, the Chair of the Elections Committee shall announce the results of the elections prior to the biennial meeting. Individual members and any individual within a group membership determined to have voting privileges pursuant to paragraph 3.2 and 3.3, shall be entitled to one (1) vote. Voting members may raise any matter for consideration and subsequent vote at the biennial meetings, if a written petition for such

referendum is received by any corporate Officer and signed by at least forty (40) voting members, such petition to be received by such Officer at least thirty (30) days prior to the biennial meeting.

Section 3.8 At any meeting of the members, a quorum shall consist of ten percent (10%) of the membership. A majority of the members present at any membership meeting (at which a quorum is present) shall be required for the passage of any matter. Each Full Member and each Honorary Lifetime Member shall be entitled to one (1) vote, and each individual within an institution who qualifies for full membership pursuant to paragraph 3.2 above shall be entitled to one (1) vote.

Section 3.9 At all meetings of members and for ballot elections, a member may vote by proxy executed in writing by the member or his/her duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation at least ten (10) days prior to the date of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Article 4.

Board of Directors

4.1 The business and affairs of the Corporation shall be determined and managed by its Board of Directors. The Board of Directors shall be elected by the voting members by ballot prior to each biennial meeting of the membership as provided in Section 3.7. A Director must also be a member of the Corporation.

4.2 The number of Directors of the Corporation including all officers shall be at least nine (9). Each Director shall hold office for a period of at least two (2) years. The immediate past President shall serve as an advisor to the Board, with a vote, for two years following the end of the term for which elected. All Directors must maintain ECMMA membership during the full tenure of their service as a Director.

Section 4.3 The Board of Directors shall appoint committees to carry out the Purposes and Objectives as set forth in Section 2. The Committees and their associated duties shall be detailed in the Operational Procedures document. Standing Committees shall be appointed by the President with the approval of the Executive Board to facilitate and accomplish the work of the Corporation.

Section 4.4 Other committees, such as task forces or special committees, may be appointed by the President with the approval of the Executive Board and/or members to facilitate and accomplish the work of the association.

Section 4.5 The President shall be an ex officio member of all committees, except the Nominating Committee.

Section 4.6 As soon as practicable after each biennial meeting of the members, the Board of Directors shall meet for the purpose of organization and the transaction of other business. Upon acceptance of nomination, Directors commit to attend the biennial convention, and board meetings.

Section 4.7 Regular meetings of the Board of Directors shall be held at such time or times as may be determined by the Board of Directors. Meetings may be held in person or by any other available technical or electronic means.

Section 4.8 Meetings of the Board of Directors may be called by any five (5) Directors, or at the request of the President. The person or persons authorized to call special meetings of the Board of Directors may fix any date, place, and time for holding any special meeting of the Board of Directors called by them. Special meetings may be held in person or by any other available technical or electronic means.

Section 4.9 Notice of any meeting of the Board of Directors shall be given at least fourteen (14) days prior to the meeting. Neither the business to be transacted at the meeting, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice. Directors are expected to attend meetings.

Section 4.10 A majority of the number of Directors then in office shall constitute a quorum for the transaction in business. The act of a quorum for any business transaction shall be the act of the Board of Directors.

Section 4.11 Any Director of the corporation may resign at any time by giving written notice of his resignation to the Board of Directors, to the President, or the Secretary of the corporation. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.12 Any Director may be removed by a majority vote of all Directors then in office. Any Director may also be removed by a vote of the membership at any regular or special meeting of the members. By resolution of the Board of Directors, requirements for attendance at Board Meetings may be designated and failure to conform to such requirements shall cause automatic disqualification as a Director. Any Director shall also be disqualified if his or her membership in the corporation is terminated for any reason.

Section 4.13 Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors then in office. A Director elected to fill a vacancy shall serve only until the next biennial meeting of the members, before which time an election shall be held for that office and a Director elected by the voting members pursuant to Section 3.7.

Section 4.14 The Board of Directors shall serve without compensation, although the reasonable expenses of any member attending the meetings may be reimbursed by the corporation by resolution of the Board of Directors. The terms of this section shall not prevent a Board member from receiving compensation for acting in some other capacity (such as an officer) for the corporation.

Section 4.15 Pursuant to the Colorado Nonprofit Corporation Code, any action required to be taken at a meeting of the Directors or any committee of the Directors, or any other action which may be made at such a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the

Directors or committee members entitled to vote with respect to the subject matter thereof.

Article 5.

Officers

Section 5.1 The membership biennially shall elect a President, one or more Vice-Presidents, a Secretary, and a Treasurer.

Section 5.2 Prior to the publication of election ballots for members, the Nominating Committee shall produce a slate of candidates for the offices of President, one or more Vice-Presidents, a Secretary, and a Treasurer. These candidates nominated by the Nominating Committee shall be announced to the membership as provided in Section 3.7. Additional eligible candidates as officers of the corporation may be nominated by a written petition to the Chairman of the Nominating Committee signed by at least forty (40) voting members, such petition to be received by the Chairman of the Nominating Committee no less than thirty (30) days prior to the Nominating Committee's publication of the election ballots. Each Officer shall hold office for a period of two (2) years. Nominees for President must be serving on the then Board of Directors. Should an officer candidate decline, be unable to serve, or be deemed ineligible after ballots have been published, yet before the votes are tallied, the officer vacancy may be filled by the affirmative vote of a majority of the remaining Directors then in office. An officer elected to fill the vacancy shall serve the full two-year term beginning at the next biennial meeting.

Section 5.3 The President shall be the principal managing officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contracts or any other instruments which the Board of Directors has authorized to execute. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.4 In the absence of the President, or in the event of the President's death, inability or refusal to act, the President-Elect shall serve in the capacity as President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 5.5 The Secretary shall keep the Minutes of the members and Board of Directors meetings; shall maintain records of Bylaws; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records; execute such documents as are authorized by resolutions of the Board of Directors; and in general perform all duties incident of the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. The Secretary shall chair the Resolutions Committee at each Convention and recommend to the board changes to the Bylaws as necessary or requested.

Section 5.6 If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for monies due and payable, and deposit all such monies in the name of the Corporation in such banks or other depositories that shall be selected by the Board of Directors. The Treasurer in general shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

Section 5.7 The Officers of the Corporation shall be entitled to such salaries, compensation or reimbursement as shall be fixed or allowed by the Board of Directors.

Section 5.8 The Corporation's Officers shall not borrow money on behalf of the corporation without prior authorization from the Board of Directors.

Section 5.9 No loans shall be made by the Corporation to any of its Officers or Board Members for any reason.

Article 6.

Indemnification

Section 6.1 All of the provisions of the Colorado Nonprofit Corporation Code shall govern the indemnification of Directors, Officers, employees, and agents of this corporation.

Section 6.2 The Corporation shall indemnify and advance the expenses of each person to the full extent permitted by law.

Section 6.3 Additional Indemnifications.

(a) The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

(b) The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification

hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

(c) No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

(d) This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article 7.

Contracts

Section 7.1 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 Corporation, and such authority may be general or confined to specific instances.

Section 7.2 All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

Article 8.

Dissolution and Merger

This corporation may be dissolved or merged with another nonprofit corporation only on the unanimous vote of the then existing Board of Directors. In the event of such dissolution, all assets shall be converted into cash, excepting real property, equipment, or other fixed assets suitable for transfer to a museum, library or other educational organization, and after payment of all outstanding indebtedness, all of the assets of the corporation shall be distributed to one or more exempt organizations of the kind described in Section 501 (c) (3) of the Internal Revenue Code as now in force or afterwards amended.

Article 9.

Procedures

Section 9. The rules contained in Robert's Rules of Order, Newly Revised, may be used to guide all meetings; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the bylaws, with the Articles of Incorporation of this corporation, or with the law.

Section 9.2 Whenever any notice is required to be given to any member or Director of the corporation under the provisions of these Bylaws, under the provisions of the Articles of Incorporation, or under the provisions of the Colorado Nonprofit Corporation Code, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 10.

Amendments

These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

Article 11.


Construction

In the case of any conflict between the Certificate of Incorporation of the Corporation and these By-Laws, the Certificate of Incorporation of the Corporation shall control.

These Bylaws were adopted at a meeting of the Board of Directors of The Early Childhood Music and Movement Association, Inc. on October 30th, 2015.



Jennie Mulqueen
President


Linda Marie Codier
Secretary


Tami Biggerstaff
Treasurer