

**ARTICLES OF INCORPORATION  
FOR  
NEW MEXICO MUSIC EDUCATORS ASSOCIATION,  
A NON-PROFIT CORPORATION**

**PREAMBLE:**

To more effectively carry out the purposes of the New Mexico Music Educators Association, the undersigned do hereby ordain and establish a non-profit corporation under the Non-Profit Corporation Act of New Mexico. (51-14-43, 51-14,128) NMSA, Section 501 (C) (3) of the Internal Revenue Code (26 USCA 501).

**ARTICLE I  
NAME**

The name of this corporation shall be New Mexico Music Educators Association, Incorporated.

**ARTICLE II  
LOCATION**

The location of the registered and principal office of the corporation in the state of New Mexico shall be 93 Mimbres Drive, Los Alamos, NM 87544-3716, and such other places as may be approved by its Board of Directors.

**ARTICLE III  
REGISTERED AGENT**

The registered agent of the corporation upon whom process of corporation may be served is: Donald E. Gerheart, 93 Mimbres Drive, Los Alamos, NM 87544-3716

**ARTICLE IV  
PURPOSES**

The purposes for which it is formed are as follows:

- A. To promote the advancement of music education through public, private, and parochial schools, and other educational institutions of New Mexico through the philosophy that:
  - a. Every child has the right to an opportunity to explore and develop his/her capacities in the field of music in such ways as may bring happiness and a sense of well-being; stimulate his/her imagination and stir his/her creative activities; and make him/her so responsive that he/she will cherish and seek to renew fine feelings induced by music.
  - b. Every child shall have the opportunity to experience music with other people so that his/her own enjoyment shall be heightened and he shall be led into greater appreciation of the feelings and aspiration of others.
  - c. Every child shall have the opportunity to make music through being guided and instructed in singing, in playing at least one instrument both alone and with others, and, so far as his/her powers and interest permit, in composing music.
  - d. Every child shall have the opportunity to grow in musical appreciation, knowledge and skill through the educational programs that may be offered to children and youths.
  - e. Every child shall be given the opportunity to have his/her interest and power in music be explored and developed to the end that unusual talent may be utilized for the enrichment of the individual and society.

- f. Every child has the right to teaching, which will develop his/her appreciation of music and encourage and promote an understanding of all the fine arts.
- B. To promote means and opportunities for the education of the public with respect to the study and culture of general folk music, instrumental and vocal for the enjoyment and wholesome utilization thereof;
- C. To solicit, collect, and otherwise raise money for said purposes, and to expend, contribute, disburse, and otherwise handle and dispose of same for such purposes;
- D. To organize and sponsor the All-State Music Festival and In-Service Conference and any other musical activities not directly prohibited by these Articles of Incorporation or By-Laws;
  - a. To assist the public and parochial schools and universities within the New Mexico area in promoting and developing an outstanding music education program;
  - b. To utilize the community's musical talent whenever possible and to foster the further development of music in the State of New Mexico;
  - c. By receiving by gift, will, or otherwise, money or other property and by holding the same in trust, or otherwise, and distributing it as may be deemed best for said purposes;
  - d. To have the power to purchase, acquire, hold, convey, lease, mortgage, or dispose of property, real or personal, tangible, to borrow money and issue or sell or pledge bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times or payable upon the happening of a specific event or events whether secured by mortgage, pledge, or otherwise, or unsecured;
  - e. To do any and all things necessary or proper in connection with or incidental to the forgoing purposes.
- E. The Corporation shall not, during its entire existence, adopt or pursue any policy, resolution, plan, or provision, which provides for discrimination against any person on the basis of race, color, or religion.
- F. This corporation has no power to carry on propaganda, attempt to influence legislation, or take part in a political campaign.
- G. This Corporation shall exercise all powers provided under the Non-Profit Corporation Act of New Mexico.

#### **ARTICLE V**

The period during which the Corporation is to continue is perpetual.

#### **ARTICLE VI**

This Organization shall maintain a close working relationship with the New Mexico Public Education Department, and with the educational institutions of the State. Through the medium of affiliation with the Music Educators National Conference, NMMEA shall have a functioning relationship with other affiliated state music education associations; and, with the Southwest Division of the Music Educators National Conference, as provided in the Constitution and By-Laws of that organization.

#### **ARTICLE VII** **NON-PROFIT STATUS**

This Corporation shall not have or issue shares of stock. No dividends shall be paid, and no part of income, profit, or assets of the Corporation shall be distributed to its members, directors, or officers. The Corporation may pay compensation in a reasonable amount to its members, directors, officers or others for services rendered and may confer benefits on its members in conformity with stated purposes. In the event of dissolution or final liquidation of the Corporation, distribution of the assets may be made after all obligations and indebtedness have been satisfied to an organization(s) that qualifies under Section 501 (C) (3) of the United States

Internal Revenue Code of 1954 or corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE VIII** **MEMBERSHIP**

The forms and classes of membership shall be as follows: Active Membership, Active Research Membership, Honorary Membership, Life Membership, Retired Membership, Collegiate MENC Membership, and Sustaining and Music Industry Membership. The dues to be paid by each class of members shall be set by the Board of Directors.

## **ARTICLE IX** **DIRECTORS AND OFFICERS**

The Affairs of this Corporation shall be managed by a Board of Directors which shall be composed as follows: The NMMEA President, the six Vice-Presidents, the Executive Director The immediate Past President, the Editor of the NEW MEXICO MUSICIAN magazine, the Chairman or President of each of the NMMEA District Associations and an official representative of the New Mexico Activities Association.

The officers of this Organization shall be a President; Vice-President, Band Division; Vice-President, Choral Division; Vice-President, Orchestra Division; Vice-President, Guitar Division; Vice-President General Music; Vice-President, College/University Music; and an Executive Director.

All officers of the Corporation shall be residents of and reside in New Mexico and be members of NMMEA and MENC in good standing for the term of their office.

Officers and members of the first Board of Directors are as follows:

President, Don Hardisty  
Vice-President Band, Sam Pemberton  
Vice-President Chorus, Wayne Anderson  
Vice-President Orchestra, Mary Helen Klare  
Vice-President Elementary/Junior High School Music, Priscilla Zimmermann  
Vice-President College/University Music, Harold Van Winkle  
Past President, John O. Walker  
Executive Secretary/Treasurer, Rollie V. Heltman  
Editor, New Mexico Musician Magazine, Duane J. Bowen  
District 1, John R. Schutz  
District 2, Sam Pemberton  
District 3, Carl Kloosterman  
District 4, Edward A. Martinez  
District 5, Phillip Wilson  
District 6, Robert Bouma  
District 7, Ronald J. Fuss

## **ARTICLE X** **DISTRICTS**

- A. The State shall be divided by counties into seven districts as follows:
- a. District 1, Southwest - Otero, Sierra, Dona Ana, Luna, Hidalgo, Grants;
  - b. District 2, Southeast - Eddy, Lea, Chaves, Roosevelt, Curry, DeBaca, Lincoln, Guadalupe;
  - c. District 3, Northwest - San Juan, McKinley, Northern Sandoval
  - d. District 4, North Central - Taos, Santa Fe, Rio Arriba, Los Alamos, San Miguel;
  - e. District 5, Northeast - Colfax, Harding, Union, Mora, Quay; (Inactive)

- f. District 6, Central - South Sandoval, Bernalillo, (Except City of Albuquerque), Valencia, Torrance, Socorro, Catron, Cibola;
  - g. District 7, City of Albuquerque
- B. Each District NMMEA Organization shall function to promote the objectives of the State organization and to promote music education through district clinics and festivals.
- C. Each district shall have its own President, who shall be elected by the district members at their annual business meeting. Other officers may be elected or appointed at the discretion of the district members. The District President or his/her representative shall be a member of the NMMEA Board of Directors.
- D. In the event any district shall fail to elect a President or Chairman, the State NMMEA President shall appoint an acting President or Chairman for the district until an election can be held.
- E. Each NMMEA District Organization shall be entitled to adopt its own By-Laws and operating procedures, provided that the same is not in conflict with the Articles of Incorporation and By-Laws of the Corporation.

## **ARTICLE XI**

### **COMMITTEES**

- A. Executive Committee: The Executive Committee shall consist of the President, the six Vice-Presidents, The Executive Director, the immediate Past President, the Editor of the NEW MEXICO MUSICIAN, and a representative of the New Mexico Activities Association.
- B. The Executive Committee shall be responsible for planning and operating the All-State Music Festival and In-Service Conference; and other music activities not directly prohibited. The Executive Committee shall meet at the discretion of the President, or a majority of the Executive Committee may call an emergency meeting. The Executive Committee as such shall not function as the Board of Directors.
- C. Past Presidents Council: The Past Presidents Council shall be composed of all past presidents of the New Mexico Music Educators Association and shall be chaired by the immediate past president. The Council shall act in an advisory capacity to the NMMEA Board of Directors. Meetings shall be convened at the discretion of the Council.

## **ARTICLE XII**

### **ANNUAL MEETINGS**

- A. The annual business meeting of the Corporation shall be held during the annual New Mexico Music Educators Association All-State Music Festival and In-Service Conference.
- B. District Meetings: Annual meetings of the District NMMEA Organizations shall be held no later than October 15 of each school year.
- C. Board of Directors Meetings: There shall be at least two meetings of the NMMEA Board of Directors annually. The first shall be held between the dates of July 1 and October 1; the second, in conjunction with the All-State Music Festival and In-Service Conference. Special meetings may be called at the discretion of the NMMEA President and consent of the majority of the Board of Directors. Emergency meetings may be called by the President upon a three (3) day written notice to the members of the Board of Directors.

## **ARTICLE XIII**

### **RULES OF ORDER**

Roberts Rules of Order, Revised, shall govern all business meetings of the New Mexico Music Educators Association.

#### **ARTICLE XIV AMENDMENTS, ARTICLES OF INCORPORATION**

Section I: These Articles of Incorporation may be amended by a two-thirds (2/3) majority vote of the members present at any regular meeting of the Corporation, provided the proposed amendment(s) has (have) been previously presented to and approved by a majority of the NMMEA Board of Directors at a regular or special meeting of the NMMEA Board of Directors.

Section II: The altering or amending of the Articles of Incorporation may be initiated by a majority of the Board of Directors of the Corporation, or by a petition signed by no less than twenty percent (20%) of the membership of each of four (4) NMMEA Districts. The petition with appropriate signatures (paid members) is then presented to the NMMEA Board of Directors for approval and presentation to the membership at a regular meeting of the same.

Section III: These Articles of Incorporation may be altered, amended or repealed by referendum vote conducted in the following manner: The proposed amendment or alteration having been approved by a majority of the NMMEA Board of Directors at a regular or special meeting, may be submitted by mail to the PAID MEMBERS OF NMMEA by the NMMEA Executive Director as directed by the NMMEA Board of Directors. If such amendment(s) be approved by not less than two-thirds (2/3) majority of the members returning a ballot marked for the amendment(s) on or before the time limit which shall be not less than fifteen days (15) after the date of postmark of the ballots to the members, the amendment(s) shall be considered adopted.

Section IV: Any conflict between the provisions contained in the Articles Of Incorporation or with the By-Laws of the Corporation with the New Mexico Non-Profit Act of New Mexico, as now enacted, or which may later be enacted by the New Mexico Legislature, will in all respects be deemed controlling.

#### **ARTICLE XV ORGANIZATIONAL MEETING**

The first meeting of the Board of Directors named in these Articles of Incorporation shall be deemed an organization meeting and shall be held in the City of Albuquerque, New Mexico, at a place designated by the President on January 12, 1979, beginning at 3 o'clock in the afternoon. This meeting shall be for the purpose of organization and adoption of By-Laws, and the conduct of such other business that may properly come before such meeting.

WITNESS OUR HAND AND SEAL THIS TWELFTH DAY OF JANUARY 1979.

/S/ Donald M. Hardisty, President and  
Chairman of the Board

/S/ Rollie V. Heltman, Executive Director  
and Treasurer

Amended January 6, 2012 by the members present at the annual All-State Business Meeting

Joseph Flores, President

Donald E. Gerheart, Executive Director