



Western Region Chapter, American Music Therapy Association, Inc.

Introduction

The WRAMTA Articles of Incorporation and the WRAMTA Constitution and Bylaws were reviewed and compared to Robert's Rules of Order Newly Revised Tenth Edition. Proposed Amendments were submitted to WRAMTA Legal Counsel, Randy Warner for review and the proposed changes were then presented to the WRAMTA Executive Committee at the 2007 mid-year meeting. The Executive Committee charged the Parliamentarian and the Special Committee on Bylaws Revisions to compare the proposed changes to the ATMA Bylaws for consistency with the AMTA Bylaws, and to make any necessary changes. Further, the Executive Committee charged the Parliamentarian to post an updated proposal for the WRAMTA Constitution and Bylaws Revisions to the web site for members to review. President-elect, Piper Laird-Riehle was charged with assisting the committee by mailing postcards to the membership by September 15, 2007. These combined efforts will serve as "Official Notice" to the membership.

As provided in Robert's Rules of Order Newly Revised Tenth Edition, "changes of the bylaws that are so extensive and general that they are scattered throughout the Bylaws should be effected through the substitution of an entirely new set of bylaws, called a *revision*." In accordance with Robert's Rules of Order, these revised Bylaws are "open to amendment". This Proposal to Revise the WRAMTA Constitution and Bylaws will be posted at www.wramta.org for review and open to amendment by the membership at the WRAMTA Business meeting in Louisville, Kentucky.

The key elements of the proposed revision are as follows:

- Consolidation of the Constitution and Bylaws into a single document in accordance with current practice as described by Robert's Rules of Order and AMTA Bylaws.
- Codifying the WRAMTA Bylaws with the Articles of Incorporation by establishing a legal link between the two documents.
- Establishing a consistent name identity for the organization within the Bylaws.
- Clarifying and establishing the organization's purpose, mission, and goals for improved strategic planning and to establish consistency with AMTA Bylaws.
- Codifying membership classes to be consistent with AMTA membership classifications and benefits of each membership class.
- Establishing an Executive Board and an Executive Committee in order to be consistent with the Articles of Incorporation and to provide the Chapter with the ability to respond to emergent issues in a timely manner.
- Clarifying the duties of WRAMTA Officials - including provisions of succession for the Secretary and Treasurer - as is appropriate for the Bylaws and assigning other duties and responsibilities to relevant job descriptions in the Policy and Procedures Manual.
- Clarifying issues related to parliamentary procedure as described in Roberts' Rules of Order Newly Revised Tenth Edition, the Chapter's Parliamentary Reference.

- Simplifying the Article related to Nominations, Elections, and Bylaws Amendments and assigning appropriate parts of the existing document to the Policy and Procedures Manual.
- Identifying WRAMTAS, the student organization as an Auxiliary Organization within the Chapter and clarifying that the student representative on the Executive Board has the right to vote.



Western Region Chapter, American Music Therapy Association, Inc.

Bylaws Proposed Revision (11/07)

ARTICLE I. Name and Composition

Section 1. The name of this organization shall be the Western Region Chapter, American Music Therapy Association, Inc., an Arizona non-profit corporation, hereinafter referred to as “the Chapter”.

Section 2. As a defined region of the American Music Therapy Association, the Chapter covers the states of Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Utah, Washington, and U.S. Territories and outlying areas in the Pacific Ocean, “the Western Region” unless reorganized by the American Music Therapy Association.

Section 3. The official publication(s) of the Chapter shall be the WRAMTA website and the Sounding Board. The Sounding Board shall be posted on the website three (3) times yearly.

Section 4. The fiscal year shall be from July 1 to June 30.

ARTICLE II. Purpose, Mission, and Goals

Section 1. The Chapter’s purpose shall be to advance the purposes, goals, and objectives of the American Music Therapy Association on a regional level.

Section 2. The Chapter’s mission is to increase public awareness of the benefits of music therapy and increase access to quality music therapy services throughout the states of the Western Region.

Section 3. The Chapter’s goals are those that support music therapy most effectively in restoring, maintaining, and improving the mental, emotional, and physical health of all persons.

Section 4. The purpose, mission, and goals of the Chapter are carried out in a non-partisan, non-sectarian manner with equal opportunity being given to all, regardless of race, religion, gender, disability, age, veteran status, sexual orientation, ethnicity or national origin.

ARTICLE III. Membership.

Section 1. Membership in the Chapter shall be afforded to all members of the American Music Therapy Association with a current residence situated within the Western Region. As such, each member shall be entitled to the rights, privileges and responsibilities within the Chapter that are afforded to them by virtue of their membership class in AMTA.

These rights, privileges, and responsibilities may include the right to vote, to hold office, and to receive all issues of the Sounding Board via website or mail.

Section 2. The membership year shall coincide with that set by AMTA. Annual dues are set, collected, and received from AMTA.

ARTICLE IV. Officers

Section 1. The officers of the Chapter shall be elective and appointive. The authority and duty of each official shall be as defined in these Bylaws.

Section 2. The elective officers of the Chapter shall be a President, President-Elect, Past-President, First Vice-President, First Vice-President-Elect, Secretary, and Treasurer. The elective officers of the Chapter shall be elected by ballot according to the election procedure set forth in these Bylaws. The officers shall continue in office for a term of two (2) years, from their election or in the event of filling a vacant position, the term is until the next subsequent election.

Section 3. An officer's regular term of office shall commence at a transitional Executive Board meeting to be held during the regional conference following their election. Following his or her term as President-Elect and President, the President shall assume the office of the Past President and the President-Elect shall assume the office of President, at the same time as the other officers commence their term. Following his or her term as First Vice-President-Elect, the First Vice-President-Elect shall assume the office of First Vice-President, at the same time as the other officers commence their term. No elective officers of the Chapter shall hold the same office for more than two (2) consecutive terms.

Section 4. The appointive officers of the Chapter shall be a Second Vice-President and a Parliamentarian that are appointed by the President with the approval of the Executive Board. The Second Vice-President and Parliamentarian shall serve as non-voting members of the Executive Board. Following an election, the President-Elect, as the incoming President, presents initial appointments to the existing Executive Board for approval at the first Executive Board meeting of the regional conference. Appointive officers shall assume their office at the same time as the incoming President. Appointive officers may be reappointed without a limit to consecutive terms.

Section 5. The Chapter Representatives to AMTA Committees shall be appointed by the President with the approval of the Executive Board. The President-Elect, as the incoming President, may make initial appointments and receive approval from the Executive Board before assuming office, but no earlier than a regular Executive Board meeting at the regional conference during an election year. The Chapter Representatives to AMTA Committees serve at the discretion of the Executive Board.

Section 6. Chapter officers, Assembly Delegates, and Chapter Representatives to AMTA Committees, upon retiring from office, shall deliver to their successors within two (2) weeks all record books, paper, and other property relevant to their position.

Section 7. Any elected or appointed member of the Executive Board, Representative to the AMTA Assembly of Delegates or Committee Representative, or other representative of the Chapter may be recalled by an affirmative vote of five of the seven voting members of the Executive Board.

Section 8. The President shall be a Delegate to the AMTA Assembly coinciding with the Assembly term; shall appoint a Second Vice-President and a Parliamentarian; shall appoint Representatives to AMTA Committees by June of the year the President assumes office; shall preside at all meetings of the Chapter; shall call and preside at Executive Board and Executive Committee meetings of the Chapter; shall approve disbursement of funds; a written report shall be submitted at Executive Board meetings, three (3) times yearly and to be published in the Sounding Board; and shall be a representative of the Chapter in all official correspondence as necessary; shall serve on all committees as an ex-officio member without the right to vote.

Section 9. The President-elect shall be a Delegate to the AMTA Assembly coinciding with the Assembly term; and shall perform all duties of the President in case of resignation, disability, or absence of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. A written report shall be submitted at Executive Board meetings, three (3) times yearly and to be published in the Sounding Board.

Section 10. The First Vice-President shall perform all duties of the President in case of the disability of both the President and the President-Elect, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President; shall serve as conference chairperson, overseeing the program planning for the Annual Chapter Conference; shall have the power to appoint his or her own staff and committees with the exception of the local chair whose appointment must be approved by the Executive Board; shall submit a proposed conference program for the Midyear Executive Board meeting; shall post program information for conference on the website by January 1; shall investigate and arrange conference sites two (2) years in advance, including invitation from a local chairperson, when possible; shall submit proposed conference sites to the Executive Board for approval; and shall act as a mentor to the First Vice-President-Elect and assist him or her as needed. A written report shall be submitted for Executive Board meetings, three (3) times yearly and to be published in the Sounding Board.

Section 11. The First Vice-President-elect shall assist the First Vice-President as requested; shall study the duties of the First Vice-President in anticipation of assuming the responsibilities of the First Vice-President; shall begin soliciting local chairs and sites for the two years of their tenure as First Vice-President; shall perform all duties of the First Vice-President in the case of resignation, disability, or absence of the First Vice-President, and when so acting shall have all of the powers of, and be subject to all the restrictions on, the First Vice-President. A written report shall be submitted for Executive Board meetings, two (2) times yearly and to be published in the Sounding Board.

Section 12. The Second Vice-President shall edit and post the Sounding Board on the website three (3) times yearly (Winter, Spring, and Fall), primarily to promote intra-regional communications; shall manage the website; and shall have the power to appoint his or her own staff. A written report shall be submitted for Executive Board meetings, three (3) times yearly and published in the Sounding Board.

Section 13. The Secretary shall maintain original copies of all official documents and forms, and keep the minutes of all business meetings of the Chapter and all meetings of the Executive Board. Copies of the minutes shall be published in subsequent issues of the Sounding Board. The Secretary shall collect all papers presented before the Chapter and forward them to other officers as needed.

Section 14. The Treasurer shall pay all bills authorized by the Executive Board; shall keep an itemized account of all receipts and disbursements; shall present a financial report on request for the Annual Meeting; and shall provide current financial statements for Executive Board meetings. As Chair of the Budget Committee, the Treasurer shall submit a proposed budget for the upcoming fiscal year for approval by the Executive Board at the Mid-year meeting. The approved budget shall be published in the following issue of the Sounding Board.

Section 15. The Parliamentarian shall serve as chairperson of the Bylaws Committee; shall ask for input for revisions during the coming year; shall ensure that Robert's Rules of Order are observed at all Executive Board, Executive Committee, and Chapter meetings; shall provide a copy of the most recent version of the Bylaws upon request; shall be responsible for publishing all proposed Bylaws Amendments or Revisions in the Sounding Board at least two (2) months prior to the Annual Meeting; and shall publish any changes to the Bylaws in the Sounding Board immediately after the Annual Meeting. A written report shall be submitted for Executive Board meetings three (3) times yearly and published in the Sounding Board.

Section 16. The Past President shall act as a consultant to the Executive Board, attend Executive Board meetings, and shall serve as Chapter archivist and Chair of the Historical Committee.

Section 17. The Western Region Chapter American Music Therapy Association Students' President or a designated representative, as determined by the WRAMTAS Bylaws shall be an officer of the Executive Board and shall attend all meetings with the right to vote; shall keep current on all pertinent student issues. A written report shall be submitted for Executive Board meetings three (3) times yearly and published in the Sounding Board.

Section 18. In the event of an officer vacancy that is not otherwise provided for as set forth in these bylaws, the Executive Board shall appoint a replacement to fill the vacancy until the next regularly scheduled election.

ARTICLE V. Meetings

Section 1. Bi-annual meetings of the members shall take place during the Chapter's and the AMTA Annual Conferences.

Section 2. The Chapter's Annual Conference shall be held on dates to be determined by the First Vice-President with approval of the Executive Board. Invitations or bids for the Annual Conference must be presented to the Executive Board at least two (2) years in advance.

Section 3. Additional meetings, such as for Standing Committees or Special Committees shall be called at the discretion of the Chair of the Committee or the Executive Board.

Section 4. Regular meetings of the Executive Board shall be held three (3) times per year: one at the time of the regional conference and annual meeting, one at mid-year between the regional and national conferences and prior to the end of the fiscal year, and one during the AMTA National Conference.

Section 5. The President, or upon the request of no less than three Executive Board members, shall call emergency meetings of the Executive Board or Executive Committee when necessary. These meetings may be conducted using appropriate communications technology in a manner that best facilitates the efficient conduct of business and provides for deliberative discourse. The Secretary shall keep the minutes of such meetings and include those minutes as an addendum to the next regularly scheduled meeting of the Executive Board.

ARTICLE VI. Executive Board and Executive Committee

Section 1. The Executive Board serves as the Board of Directors of the Chapter.

Section 2. The Executive Board shall consist of the Chapter's elected officers; President, President-elect, Past President, First Vice-President, First Vice-President-elect, Secretary, Treasurer, and the WRAMTAS President or a delegated student representative. The Chapter Representatives to the AMTA Government Relations Committee and the AMTA Continuing Education Committee, the Second Vice-President, and the Parliamentarian shall serve as ex officio, non-voting members.

Section 3. The Executive Board shall have the power to transact the general business of the Chapter, shall be responsible for the management and control of its funds, and shall be empowered to appoint assistants to any officer of the Chapter. The Executive Board shall have the power to create standing or special committees of the Executive Board including an Executive Committee.

Section 4. The Executive Committee shall consist of the President, President-elect, First Vice-President, Secretary, and Treasurer with the power to respond to the emergent business or crucial issues of the Chapter, when necessary.

ARTICLE VII. Delegates to the AMTA Assembly of Delegates

Section 1. Delegates and a sufficient number of Alternate Delegates to represent the Chapter on the AMTA Assembly of Delegates shall be elected at the same time as the officers of the Chapter are elected. Elections shall be conducted as stated in these Bylaws and in accordance with the current revision of the WRAMTA Policy and Procedure Manual.

Section 2. Delegates and Alternate Delegates to the AMTA Assembly of Delegates shall serve a three (3) year term of office. In the first year of election, Delegates shall serve as Delegates-elect and attend the AMTA Assembly of Delegates-elect meeting, and then serve for the next two (2) consecutive years as members of the Assembly of Delegates.

Section 3. Chapter Delegates to the AMTA Assembly of Delegates shall keep current on national and regional issues; shall attend all Assembly meetings if possible; and shall notify the President if unable to attend national or regional meetings so that an Alternate Delegate can substitute, and shall inform the Alternate Delegate of any necessary information.

Section 4. Alternate Delegates shall be called in order of Call to Service. In the event of absences leading to an insufficient number of duly elected Delegates to serve at a meeting of the AMTA Assembly of Delegates, the President of the Chapter shall appoint a sufficient number of individuals from the Chapter's eligible voting members, who are in attendance at the National Meeting, and in accordance with the following line of succession: Delegates and Alternate Delegates (elect and past), Chapter officers (present and past), Chapter representatives to AMTA Committees, and the general Chapter membership.

Section 5. Delegates and Alternate Delegates to the AMTA Assembly of Delegates may serve without limitation to consecutive terms.

ARTICLE VIII. Representatives to AMTA Committees

Section 1. Chapter representatives to AMTA Committees shall be appointed by the President and as specified in these Bylaws.

Section 2. The representatives to AMTA Committees shall keep current on national and regional issues; shall attend their respective national committee meetings; shall notify the Chapter members for their views on pertinent issues and report at the Chapter Business meetings of actions taken; and shall notify the President if unable to attend national or regional meetings so an alternate may be appointed, and shall inform the appointee of any necessary information. Shall submit a written report for the Chapter's General Business meetings to be published two (2) times yearly in the Sounding Board.

ARTICLE IX. Quorum

Section 1. Five members of the Executive Board, three of whom must be elected officers of the Chapter constitutes a quorum of the Executive Board.

Section 2. A quorum of the Executive Board, plus at least ten (10) other voting members of the Chapter constitutes a quorum of the Chapter. At no time shall the lack of a quorum at a non-business session prevent those from proceeding with the program of the day.

ARTICLE X. Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Chapter may adopt.

ARTICLE XI. Nominations, Elections, and Bylaws Amendments

Section 1. In a regular election, the President-elect will chair a nominating committee of not less than three (3) and not more than five (5) members assuring appropriate representation from the various states in the region. The President-elect is responsible for ensuring that the committee follows the WRAMTA Nominations and Elections Procedure.

Section 2. Officers and Assembly Delegates for the Chapter shall be elected by a simple plurality of the tabulated votes. Assembly Delegates and Alternates shall be determined in rank order of the number of votes received.

Section 3. These Bylaws may be amended at any Annual Meeting or by mail with a two-thirds vote of the eligible voting members present or responding, provided that changes shall be submitted to the membership at least twenty-four (24) hours prior to a vote at an Annual Meeting, or at least four (4) weeks before a vote is due, if by mail.

ARTICLE XII. Auxiliary Organizations

Section 1. The Western Region Chapter of the American Music Therapy Association Students (WRAMTAS) is the official student organization of the region and will conform to the requirements for the American Music Therapy Association Students and the WRAMTAS Constitution and By-laws.

Section 2. Student chapters of WRAMTAS may be organized at AMTA approved academic institutions in accordance with the provisions of the WRAMTAS Constitution and By-laws.

ARTICLE XIII. Charitable Activity Restrictions

Section 1. No part of the net income of the organization shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objectives of this organization.

Section 2. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provisions set forth in these Bylaws, at any time during which it is deemed a private foundation, the organization shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the organization shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the organization shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the organization shall not make any investments in such manner as to subject the organization to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; and the organization shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Section 4. Notwithstanding any other provision of these Bylaws, the organization shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIV. Dissolution

Section 1. Upon the dissolution of the organization or the winding up of its affairs, the assets of the organization shall be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, and to which contributions are then deductible under Section 170(c)(2) of such Code or corresponding provisions of any subsequent federal tax laws. Organizations having purposes similar to those of this organization shall be preferred.