



Musical Theatre Educators' Alliance, Inc. By-Laws

Originally established January 14, 2007,
Revised [March 2021].

ARTICLE 1: NAME

The name of the corporation as set forth on its Certificate of Incorporation is Musical Theatre Educators' Alliance, Inc. ("MTEA").

ARTICLE 2: PURPOSES

MTEA is organized exclusively for professional support for faculty and students in musical theatre training programs at universities and conservatories worldwide. It is also organized for purposes which are exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Further purposes of MTEA include but are not limited to the following (the "Purposes"):

1. To provide a forum for discussion of all matters relating to the recruitment, training and placement of professionally bound college and conservatory affiliated musical theatre students.
2. To encourage the development of, and commitment to, the highest standards in the education and training of musical theatre performers, teachers, coaches, and consultants in theatre, film, television, video arts and digital media, and communication; hereafter, referred to as music theatre professionals.
3. To make available services, publications, programs, meetings, and other activities designed to meet the needs of musical theatre educators and trainers.
4. To facilitate discussion and the exchange of ideas about teaching methods among the diverse teaching population who are involved in the practical training of music theatre students.
5. To promote high standards in the training of musical theatre students.
6. To share solutions for curricular, production, recruitment and placement questions.
7. To exchange curricular, production and professional ideas and information.
8. To broaden visibility and strengthen credibility for musical theatre training professionals in the academic and professional arenas.
9. To encourage continuous exploration of approaches to musical theatre training.
10. To promote the professional status and encourage hiring, promoting and/or granting of tenure of qualified musical theatre training professionals.
11. To establish and maintain interchanges with other professional organizations committed to the training of musical theatre artists and teachers.
12. To serve as the foremost authority of musical theatre training and resource for secondary school instructors, prospective students and their families.

ARTICLE 3: MEMBERSHIP

Section 3.1 CATEGORIES OF MEMBERS. MTEA shall have five (5) classes of membership open to educators and institutions engaged in professional musical theatre training, who are also interested in furthering the Purposes of MTEA and who meet the requirements of these Bylaws and the

eligibility requirements and obligations set forth by the Executive Committee (the “Members”). The Executive Committee has the final authority on decisions regarding eligibility for membership.

3.1.1. Organizational Membership. Organizational membership will be available to schools and organizations that offer degree programs in musical theatre (“Organizational Members”). Organizational Members are entitled to two (2) votes in MTEA elections and matters requiring the input of the total eligible membership. The Organizational Member will be responsible for designating its two (2) representatives to cast the aforementioned votes.

3.1.2. Individual Membership. Individual membership shall be granted to individuals (“Individual Members”), who shall have one (1) vote in MTEA elections and matters requiring the input of the total eligible membership.

3.1.3. Honorary Membership. The Executive Committee shall award honorary membership to those individuals considered to have made a uniquely valuable contribution to the field of professional musical theatre training (“Honorary Members”). Honorary Members shall each have one (1) vote in MTEA elections and matters requiring the input of the total eligible membership.

3.1.4. Apprentice Membership. Apprentice membership is available to current post-secondary students and recent graduates of MTEA members (“Apprentice Members”). These Members will not have voting rights.

3.1.5. High School Membership. High School membership is available to students in secondary education. These Members will not have voting rights.

Section 3.2. MEMBERS' RIGHTS AND PRIVILEGES. The Executive Committee shall have the authority to determine the eligibility, rights, and obligations of each membership class, in its sole discretion, and such rights and obligations shall be separately set forth in MTEA’s Member Guidelines.

Section 3.3. RESIGNATION. Any Member may resign by filing a written resignation with the Secretary of the Executive Committee.

Section 3.4. TERMINATION. The Executive Committee, or any Committee authorized by the Executive Committee, may terminate the membership rights of any Member, in its sole discretion, if the Member: (1) fails to pay the required fees, dues, or assessments; (2) fails to satisfy any of the obligations or qualifications required by these By-Laws or any MTEA policy, procedure, or other membership guidelines; (3) engages in any actions that are inconsistent with the Purposes of, or harmful to, MTEA or any of its programs, its reputation, or its tax-exempt status. A member shall be provided with prior written notice of termination and an opportunity to contest such termination in writing.

Section 3.5 MEMBERSHIP YEAR. MTEA membership will commence on the first day of dues payment.

ARTICLE 4: EXECUTIVE COMMITTEE

Section 4.1. GENERAL POWERS. The Executive Committee shall serve as and have all of the rights and obligations of the Board of Directors pursuant to the Delaware General Corporation Law (“DGCL”) and shall be a policy-making and planning body and shall manage, direct, control and administer the property, affairs and business of MTEA. The Executive Committee shall establish and enforce all requirements for membership, including dues and removal procedures.

Section 4.2. COMPOSITION. The Executive Committee shall consist of the President, Immediate Past President, Vice-President for Conferences, Vice-President for Membership, Vice-President for International Representatives, Lead Diversity Officer, Treasurer, Secretary, Director of Communications, Director of Marketing, MTEA Journal Editor-in-Chief, the Regional Directors, and the At-Large Members, as detailed in Article 5 (each, an “Officer” and together,

“Officers”). One can become a member of the Executive Committee by being elected as an Officer (President or Vice-Presidents), or by being appointed as an Officer by the President.

Section 4.3. QUALIFICATIONS. Anyone who has been a Member in good standing of MTEA for at least two (2) years is eligible to be elected to the position of President or any Vice President. Anyone who has been a Member in good standing of MTEA for one (1) year is eligible to be appointed to the appropriate Executive Committee positions.

Section 4.4. TERM OF OFFICE. The elected and appointed members of the Executive Committee shall serve according to the following schedule:

4.4.1. All elected/appointed Officers shall serve for a term that spans three (3) years, beginning at the conclusion of the Annual Conference in which they are elected/appointed, and each Officer shall serve until the Officer’s successor has been selected and qualified or the Officer’s earlier death, resignation or removal.

4.4.2. No individual can be elected or appointed to the same office for more than two (2) consecutive terms.

Section 4.5. VACANCIES. The President shall determine who shall fill any vacancies left by the departure of an Officer who has not completed a full term of office. In the case of a regional representative moving out of their assigned region, a new appointed representative still in the region will assume the duties of the office.

Section 4.6. MEETINGS. The Executive Committee shall hold at least one (1) regular meeting each year. That meeting shall be held immediately before or after the Annual Conference, as defined in Section 6.1, below. Additional meetings of the Executive Committee may be called by the President or by any two (2) members of the Executive Committee. Persons calling the meeting may set the time and place for the meeting. Fifty percent plus one (50% +1) of the Executive Committee shall constitute a quorum.

Section 4.7. VOTING. The members of the Executive Committee shall have voting privileges outside of general elections or matters placed in consideration for the entire membership.

Section 4.8. REMOVAL. The members of the Executive Committee may be removed with or without cause from the Executive Committee by a majority vote of the Members.

ARTICLE 5: OFFICERS

Section 5.1. OFFICERS’ TITLES

5.1.1. Elected Officers of MTEA shall be the President, Vice-President for Conferences, Vice-President for Membership, and Vice-President for International Representatives.

5.1.2. Appointed Officers shall be the Treasurer, Secretary, MTEA Journal Editor-in-Chief, Lead Diversity Officer, Director of Communications, Director of Marketing, fourteen (14) Regional Directors, and At-Large Members, as described in Section 6.

5.1.2.1. Regional Classifications:

- a. WEST: Washington, Oregon, California, Nevada, Alaska, Hawaii, Guam, American Samoa, Northern Mariana Islands
- b. SOUTHWEST: Arizona, New Mexico, Texas, Oklahoma

- c. MOUNTAIN PLAINS: Montana, Idaho, Wyoming, Utah, Colorado, Kansas, North Dakota, South Dakota, Nebraska
- d. GREAT LAKES: Minnesota, Wisconsin, Iowa, Illinois, Indiana, Ohio, Michigan
- e. SOUTH CENTRAL: Missouri, Alabama, Arkansas, Louisiana, Mississippi, Tennessee, Kentucky
- f. MID-ATLANTIC: New York, Pennsylvania, New Jersey, Delaware, Maryland, Washington D.C.
- g. SOUTH ATLANTIC: Georgia, Florida, South Carolina, North Carolina, Virginia, West Virginia, Puerto Rico, U.S. Virgin Islands
- h. NEW ENGLAND: Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, Connecticut
- i. CANADA/ARCTIC
- j. CENTRAL/SOUTH AMERICA
- k. CENTRAL/SOUTH AFRICA
- l. MENA (MIDDLE EAST/NORTHERN AFRICA)
- m. U.K./EUROPE
- n. ASIA/OCEANIA

Section 5.2. ELECTIONS. The Immediate Past President shall chair a Nominating Committee comprised of the chair and four (4) members for the election of President and Vice-Presidents. For procedures of this election, see Nominating Committee, Section 7.2.1. Elections for President and Vice-Presidents shall be completed at least thirty (30) days before the Annual Conference. The members of the Executive Committee are charged with implementing procedures that will ensure an orderly transition of institutional leadership.

Section 5.3. QUALIFICATIONS OF OFFICERS. Anyone who has been a Member in good standing of MTEA for at least two (2) years is eligible to be elected to the position of President or any Vice President. Anyone who has been a Member in good standing of MTEA for at least one (1) year will be eligible to be appointed as an Officer.

Section 5.4. VACANCIES. In the event of a vacancy in the office of the President, one (1) of the three (3) Vice-Presidents shall be chosen by the Executive Committee to complete the term. In the event of a vacancy in any other office, the President shall select a successor to complete the term.

Section 5.5. REMOVAL FROM OFFICE. In the event an elected or appointed Officer is deemed by the President, in consultation with the Executive Committee, to have demonstrated a lack of commitment, participation and/or compliance with these By-laws or any other MTEA policy, the person will be removed from office.

Section 5.6. DUTIES OF OFFICERS. Duties of Officers shall include but are not limited to the following:

5.6.1. Duties of the President. The President shall be designated as the Chief Executive Officer and representative of MTEA, and, as a member of the Executive Committee, participate in policy formulations. In this capacity the President shall:

- a. Exercise leadership that will strengthen and expand MTEA.
- b. Call, prepare agenda for, and preside over meetings of the Executive Committee and the membership.
- c. Appoint persons to such offices and positions as designated by the By-Laws, with the advice and consent of the Executive Committee.
- d. Establish Ad Hoc Committees and positions.
- e. Represent MTEA in dealing with other organizations.
- f. Consult with the Vice-Presidents and the Treasurer in preparing the annual budget.
- g. Apprise the Executive Committee members and the general membership of MTEA's activities.
- h. Perform all other such duties as pertain to the office.

5.6.2. Duties of the Vice-Presidents. The Vice-Presidents shall:

- a. Assist the President in the promotion and development of MTEA.
- b. Direct Ad Hoc Committees as requested by the President.

5.6.2.1. The Vice-President for Membership shall:

- a. Coordinate communications with the Regional Directors.
- b. Identify and solicit appropriate new Members, with the aid of the Regional Directors and the Vice President for International Representatives.
- c. Communicate and implement the established standards for admission and membership to MTEA.
- d. Maintain, update and disseminate membership information in coordination with the Secretary, Treasurer, Director of Communications and Director of Marketing.

5.6.2.2. The Vice-President for Conferences shall:

- a. Develop, in consultation with the Executive Committee, plans for the Annual Conference, including location.
- b. Prepare a budget and financial report for proposed conferences for the President and Executive Committee, in coordination with the Treasurer.
- c. Submit all pertinent records of expenditures to the Treasurer.
- d. Oversee implementation of the Annual Conference and solicit support, assistance and participation from the Director of Marketing, Director of Communications, an identified site host, the Regional Director of the selected Region, Treasurer and other qualified Members.
- e. Supervise and coordinate all programming and activities and contract all persons (including a keynote speaker) at the Annual Conference, symposia and other such events with the aid of persons mentioned in Section 5.6.2.2.b as needed.
- f. Apprise the Executive Committee and general membership of the planning and progress of conferences, and develop appropriate collateral materials (including print and internet) in coordination with the Director of Marketing and Director of Communications and identified site host.
- g. Field all communications associated with MTEA's conferences, including (but not limited to), scheduling, acceptance/declination of conference proposals/workshops and contractual obligations.
- h. Serve as a conference session moderator when needed.
- i. Serve as chief logistician during conference proceedings.
- j. Assist the Executive Committee in evaluating conferences.

5.6.2.3 The Vice-President for International Representatives shall:

- a. Represent and communicate concerns/issues unique to international representatives to the Executive Committee.
- b. Coordinate regional meetings/events of international Members in the interim between MTEA's official conferences, if needed/desired. These must not conflict with MTEA's official conferences and collateral materials should be reviewed with the Director of Marketing and Director of Communications.

- c. Identify appropriate new members to bring to the attention of the Vice-President for Membership.
- d. Act as interpreter for international representatives in MTEA's operating language, English, with the aid of qualified others when the Vice-President is unable to do this personally.
- e. Create events to bring greater recognition to/for MTEA and those it aims to serve as stated in Article 2.

5.6.3. Duties of the Immediate Past-President. The Past-President shall:

- a. Assist and advise the President.
- b. Serve as Chair of the Nominations Committee for Executive Committee elections.

5.6.4. Duties of the Secretary. The Secretary shall:

- a. Keep official minutes of the meetings of the Executive Committee and the general membership meetings, and distribute copies of those minutes to the Members of the Executive Committee in a reasonable amount of time after the conclusion of the proceedings.
- b. Maintain and update records pertinent to the operation of MTEA.
- c. Provide copies of MTEA meeting minutes to the general membership upon written request.
- f. Be responsible for maintaining the MTEA archives in coordination with the Director of Communication, the Director of Marketing, and the MTEA Administrative Assistant.

5.6.5. Duties of the Treasurer. The Treasurer shall:

- a. Prepare the annual budget in consultation with the President, the Vice-Presidents and (when appropriate) the President-elect.
- b. Prepare a budget and financial report for proposed conferences for the President and Executive Committee, in coordination with the Vice President for Conferences.
- c. Collect all pertinent records of conference expenditures from Vice President for Conferences.
- d. Oversee and be responsible for the receipt and disbursement of funds and securities of MTEA, including conference fees and related conference expenses.
- e. Maintain bank and credit/debit card accounts for MTEA.
- f. Collect membership dues, send membership credentials to Members in good standing, and apprise the Secretary and President of the current membership roll.
- g. Maintain adequate books of account for MTEA for all financial records.
- h. Prepare a full written report of the financial status and transactions of MTEA to issue to the membership at the Annual Conference and to the Executive Committee at its request.
- i. Submit tax returns and statements as required by law.
- j. Make available annual financial records available for periodic audit.
- k. Work in coordination with the previous Treasurer to maintain consistency of organization's financial records and Internal Revenue Service status.

5.6.6. Duties of the Director of Communications. The Director of Communications shall:

- a. Communicate important information from the Executive Committee to the general membership
- b. Work with the Director of Marketing and the MTEA Administrative Assistant to create and maintain social media content and promotional materials.
- c. Create and distribute a digital newsletter to the membership based on a schedule determined by the Executive Committee
- d. Oversee creation of press releases, authored articles, or paid advertising (in coordination with the Treasurer) to promote MTEA and raise its visibility
- e. Assist the Executive Committee with organizational business when/where needed, including, but not limited to, conference planning and organizational development.

5.6.7. Duties of the Director of Marketing. The Director of Marketing shall:

- a. Have oversight in the creation of organizational publications including newsletters, conference programs, and recruiting/promotional materials. The Director of Marketing may secure the services of additional qualified Members to aid in the creation of this content.
- b. Create graphics, or help secure graphic design services, for all general organizational and conference needs.
- c. Work with the Director of Communications and MTEA Administrative Assistant to create and maintain social media content and promotional materials.
- d. Maintain and/or create branding guidelines for MTEA in communication with the President.
- e. Assist the Executive Committee with organizational business when/where needed, including, but not limited to, conference planning and organizational development.

5.6.8. Duties of the Lead Diversity Officer. The Lead Diversity Officer shall:

- a. Serve as the Lead Diversity Officer for the Representation, Equity and Inclusion (“REI”) Committee (the “REI Committee”).
- b. Oversee development of organizational goals, policies and programs that support the standards of REI.
- c. Work to increase the number of Organizational Members from underrepresented groups such as BIPOC, Latinx, Asian, Indigenous Peoples, Pacific Islanders, LGBTQIA+, women, and people with disabilities by creating pilot initiatives, building collaborative relationships, helping to adopt national best practices, collecting and analyzing data, and designing new marketing and communication products.
- d. Establishing workshop sessions on diversity training and leadership development.
- e. Work with organizational members to develop new requirements for diversity, equity and inclusion in musical theatre education.
- f. Develop, implement, and provide strategic leadership for MTEA, to ensure a workplace environment that is welcoming, supportive, and inclusive for all Organizational Members.

5.6.9. Duties of the MTEA Journal Editor-in-Chief: The MTEA Journal Editor-in-Chief shall:

- a. Contribute to the evolving vision, mission, strategy, and scope of the MTEA Journal while being attentive and responsive to the changing needs of the readership and the profession.
- b. Coordinate the yearly call for submissions including publicity efforts with the Director of Marketing.
- c. Recruit authors and commission content for upcoming issues and respond to submission inquiries as needed.
- d. Recruit, coordinate, and lead subject area editors across the various disciplines and geographical areas representative of MTEA.

- e. Process and manage manuscript submissions including assignment of articles to subject area editors for editing and reviewing as needed.
- f. Make final editorial acceptance and publication decisions concerning all manuscripts.
- g. Recruit and hire a graphic designer and coordinate and oversee the layout and design of the electronic journal.
- h. Establish, maintain, and oversee all procedures, systems, and policies for the journal including, but not limited to, initial desk review, peer review, editing, final acceptance, publication, reconsideration of editorial decisions, ethical issues, confidentiality, and author or reviewer misconduct.

5.6.10. Duties of Regional Directors. The fourteen (14) Regional Directors shall:

- a. Maintain an updated list of all Members in their respective region.
- b. Represent and communicate concerns/issues unique to each region to the Executive Committee.
- c. Coordinate regional meetings/events of Members in the region in the interim between MTEA's official conferences, if needed/desired. These must not conflict with MTEA's official conferences and collateral materials should be reviewed with the Director of Marketing and Director of Communications.
- d. Identify appropriate new Members to bring to the attention of the Vice-President for Membership.
- e. Create events to bring greater recognition to/for MTEA and those it aims to serve as stated in Article 2.
- f. Assist members of the Executive Committee with organizational business when/where needed, including, but not limited to, conference planning and organizational development.

5.6.11. Duties of At-Large Members.

- a. One (1) At-Large Member shall be designated to serve as the parliamentarian of MTEA.
- b. The At-Large Members shall assist members of the Executive Committee with organizational business when/where needed, including but not limited to conference planning and organizational development.

5.6.12 Duties of the MTEA Administrative Assistant (paid position)

- a. Facilitate email correspondence between membership and Executive Committee members.
- b. Maintain membership, including but not limited to: an updated email list of current members, membership status, category of membership, and regional assignments.
- c. Maintain the MTEA website, directory, social media sites, and additional databases. This includes MTEA's private Facebook group (or its technological successor).
- d. Work with the Director of Communication and Director of Marketing to create and maintain social media content and promotional materials.
- e. Work with the President and Officers to schedule meetings and events.

ARTICLE 6: QUORUM AND MEETINGS OF MEMBERS

Section 6.1. ANNUAL CONFERENCE. An annual conference of the Members serves as the Annual Meeting and shall be held at such place and time as the Executive Committee shall designate.

Section 6.2. SPECIAL MEETINGS. Special meetings of the whole body, or a portion thereof, may be called and the time, place, and purpose of such meetings shall be designated either by the President, Executive Committee, or by a quorum of the Members.

Section 6.3. NOTICE OF MEETINGS. Written notice stating the purpose, place, date, and hour of any meeting of Members shall be delivered to each Member entitled to vote at such meeting not less than thirty (30) days before the date of such meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice. Notification of meetings may be delivered via e-mail or postings on MTEA's website and social media groups.

Section 6.4. QUORUM. Ten percent (10%) of the Members shall constitute a quorum for all called meetings. Individual Members will count as one (1) person and Institutional Members will count as up to two (2) people for the purposes of establishing a quorum.

Section 6.5. VOTING PROCEDURES. Any matters deemed necessary for a vote of the entire membership by the Executive Committee shall be acted upon at either a duly held annual or special meeting, or via ballot sent via e-mail to all Members eligible to vote. When a vote is held in person, eligible Members may assign a proxy to vote in their stead if they are unable to attend the vote. If, for any reason, the Annual Conference does not take place, then the Secretary shall conduct necessary business by e-mail under the direction of the Executive Committee and/or the President.

6.5.1. Vice-President for International Representatives. This elected position will only be voted upon by eligible Members from international Member organizations, international Individual Members, or Executive Board-identified international Honorary Members.

ARTICLE 7: COMMITTEES

Section 7.1. ESTABLISHMENT OF COMMITTEES. Committees may be established and dissolved by resolution adopted by the Executive Committee.

Section 7.2. STANDING COMMITTEES. Standing Committees shall include but not be limited to the following:

7.2.1. NOMINATING COMMITTEE. The Nominating Committee shall be charged with preparing a slate of Nominees for elected offices. The Nominating Committee shall be chaired by the Immediate Past President and shall include four (4) members appointed by the Immediate Past President, with the advice of the Executive Committee. At least one (1) member of the Nominating Committee must not be a current Officer. Any Member may submit nominees for consideration to the Nominating Committee, which the Nominating Committee may consider, but is not bound to accept. The Nominating Committee shall submit to the Members a slate of no less than two (2) candidates for each position to be filled. The slate of candidates for President shall be held at least sixty (60) days before the Annual Conference. Elections shall be conducted by electronic polling, and instructions for electronic polling procedures will be sent to all Members who are eligible to vote.

Presidential elections will be held first, and Members shall have fourteen (14) days to vote. Within a week of the conclusion of the presidential election, the Nominating Committee will announce a slate of nominees for all three (3) Vice-Presidential positions, and Members will then have fourteen (14) days to vote. The Nominees shall be elected by electronic ballot to be received by the Past President no later than thirty (30) days prior to the Annual

Conference. The election shall be considered valid if twenty-five percent (25%) of the Members eligible to vote respond.

7.2.2. REI COMMITTEE. The REI Committee shall be chaired by the Lead Diversity Officer and shall include at least four (4) members appointed by the President.

Section 7.3. AD HOC COMMITTEES. Ad Hoc Committees may be established by the Executive Committee and/or President as needed, but will not be maintained regularly.

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ARTICLE 8: FINANCES

Section 8.1. CONTRACTS. The Executive Committee may authorize any officer, agent or agents of MTEA, in addition to the officers so authorized by the By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of MTEA and such authority may be general or confined to specific instances.

Section 8.2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of and on behalf of MTEA, shall be signed by such officer or officers, agent or agents of MTEA and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer and countersigned by the President or one (1) of the Vice-Presidents.

Section 8.3. DEPOSITS. All funds of MTEA shall be deposited from time to time to the credit of MTEA in such banks, trust companies or other depositories as the Executive Committee may select.

Section 8.4. FUNDRAISING AND GIFTS. Any member of the Executive Committee may accept on behalf of MTEA any contribution, gift, bequest or devise for the general purposes or for any special purposes of MTEA. All fundraising efforts shall be coordinated through the Executive Committee.

Section 8.5. FISCAL YEAR. The fiscal year of MTEA shall begin on March 1 and end of February 28.

ARTICLE 9: DISSOLUTION

Upon the dissolution of MTEA, assets shall be distributed for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not disposed shall be disposed of by the Court of Common Pleas of the county in which the principal office of MTEA is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 10: BOOKS AND RECORDS

MTEA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Executive Committee and shall keep at the principal office a record giving the names and addresses of the Members entitled to vote. Any Member or Member's agent or attorney may inspect all books and records of MTEA for any proper purpose at any reasonable time. These books and records shall be maintained and overseen by the Treasurer.

ARTICLE 11: AMENDMENTS

By-laws of MTEA may be amended or repealed, and new By-laws may be made, by a quorum (as defined in Section 6.5, above) of the Members entitled to vote at any meeting of the Members called for such purpose.

All approved amendments shall become effective immediately unless the amendment includes a specific date of implementation.