



Board Governance Policy Manual
2021-2022

Table of Contents

- I. Introduction
- II. Role and Function
- III. Nomination and Election of the Board
- IV. Meetings
- V. Quorum, Voting, and Policy Change
- VI. Orientation of New Board Members
- VII. Conflict of Interest
- VIII. Ethical Code of Conduct of Board Members
- IX. Committees
- X. Records, Reports, Inspections, and Access to Staff
- XI. Risk Management
- XII. Review of Governance, Bylaws, and Board Policies
- XIII. Board Assessment
- XIV. Whistle Blower Policy



I. Introduction

Purpose

The Board, as the ILMEA governing body, is entrusted with the authority to establish policy for the governance of ILMEA. Board policy establishes the parameters and guidelines for Board members, committees, management, staff, and leadership at all levels.

Mission

The Illinois Music Education Association exists to advocate for universal access to comprehensive music education; deliver exemplary professional development for educators' and provide outstanding musical experiences for all Illinois learners facilitated by licensed music educators.

Diversity, Equity, and Inclusion

The Illinois Music Education Association believes the diversity of our students and educators strengthens our organization, and people engage best when they know they are valued. We strive to honor this diversity in our conductors, clinicians, and repertoire, so every Illinois student and teacher can see themselves reflected in ILMEA.

II. Role and Function

- A. ILMEA is established as a nonprofit corporation under the laws of the State of Illinois. The Board of Directors is established as the authority to operate ILMEA in accordance with the Constitution, Bylaws, and Board policies.
- B. ILMEA business will be conducted in accordance with the laws of Illinois, the corporation's Articles of Incorporation, Constitution, and Bylaws of the corporation, Board policies, and generally accepted business practices that will accomplish the ILMEA mission.
- C. Board members are potentially the most powerful advocates for ILMEA programs and services, and are expected to take an active role in promoting ILMEA. Advocacy opportunities for Board members may include fundraising, legislative lobbying and public relations.
- D. Each member of the ILMEA Board, together with other members of the Board, is legally and morally responsible for all activities of ILMEA. All members of the Board share in a joint and collective authority, which exists and can only be exercised when the group is in session.
- E. Continuance of the organization is the responsibility of the ILMEA Board. Appropriate potential new Board members must be recruited to maintain continuity of the governance of ILMEA.
- F. The Board will maintain an ongoing recruiting plan that can fill Board vacancies with a well-qualified candidate and with minimal disruption to the Board's work. When selecting new Board members, the Board will attempt to find a broad representation of the community that will offer diverse perspectives to the Board's decisions.
- G. The ILMEA Board recognizes the importance of getting feedback from those we serve. Therefore, the Board will regularly survey constituents for feedback about ILMEA programs and services. Surveys may be done through a variety of methods such as focus groups, written surveys, and online surveys. Information gathered should include, but not be limited to:
 - i. satisfaction with programs and services
 - ii. reaction to potential new programs and services being considered
 - iii. ideas for improvement of current programs and services
 - iv. ideas for new programs and services to meet constituent needs

III. Nomination and Election of the Board

- A. It is the policy of the ILMEA Board to carefully nominate and elect to the Board persons who:
 - i. Believe in the cause and mission of ILMEA
 - ii. Will commit completely to the Board member responsibility for ILMEA
 - iii. Will participate actively as part of the ILMEA Board team
 - iv. Are community leaders and will advocate in the community for ILMEA
- B. The President will periodically remind Board members and the Executive Director to submit Board candidate recommendations to be filed for use at the appropriate nomination time.
- C. Authority for management, policies, and actions of the Association is vested in the Board of Directors. As presiding officer, the Association President is responsible for the leadership of the Association. The Board of Directors and individual members may make recommendations regarding management, policies, and actions. The legislative power of the Association shall be vested in the active membership through the Board of Directors.
- D. Candidates for State Board of Directors must be active members of the organization who meet at least one of the following requirements:
 - i. A degree in music
 - ii. State certification in music education
 - iii. Significant school music teaching experience.
- E. In order to be eligible for the office of ILMEA State President, candidate(s) must have prior experience as a member of the ILMEA Board of Directors.
- F. The elected officers of the Association shall be a President, President-Elect, Past President, Division Presidents, and District Presidents. The President shall plan and preside at all State meetings and shall preside at meetings of the Board of Directors. The President shall have the power to appoint committees not otherwise provided for in the Bylaws, such committees will be responsible to the Board of Directors. The President shall have the power to make temporary rulings pending the approval of the Board of Directors. The President shall be an ex-officio member of all committees. The President-Elect shall assume the duties of the President in case of the disability or absence of the President and shall have such other duties as may be assigned by the President or the Board of Directors. The Division Presidents shall preside at meetings of their Division and at meetings of the Division's District Representatives. The Division Presidents shall have the power to appoint ad hoc committees at the Division level. The Division Presidents shall provide for the planning and preparation of the State Conference program with the cooperation of the Association State Office. The Divisions of the Association shall consist of:
 - i. Band Division: to represent all persons and organizations dealing primarily with wind and percussion instruments.
 - ii. Orchestra Division: to represent all persons and organizations dealing primarily with string instruments.
 - iii. Chorus Division: to represent all persons and organizations dealing primarily with choral performance.
 - iv. Elementary General Music Division (EGM): to represent all persons and organizations dealing primarily with classroom instruction in grades K-6.
 - v. Junior/Senior General Music Division (JSGM): to represent all music instruction in grades 6-12.
 - vi. Music Teacher Education Division (MTE): to represent all areas pertaining to music teacher training and preparation at the collegiate level.
 - vii. Jazz Education Division: to represent all areas of jazz instruction and performance.
 - viii. Music Educator Development Division (MED): to represent all areas pertaining to music educator development.

- G. The District Presidents shall preside at all meetings of the district and shall make provisions for meetings of the district's divisions. The District President shall have the power to appoint ad hoc committees at the district level and shall provide for the preparation of district festivals.
- H. The Board of Directors shall be composed of the President, President-Elect, Past President, Division Presidents, and District Presidents. Certain advisory members, without the right to vote, may be named by the Board of Directors. The Board of Directors shall have general jurisdiction over, and responsibility for, the functions of the Association. The Board of Directors shall
 - i. Assume responsibility for management and operations of the Association and control of the funds thereof
 - ii. Appoint an Executive Director, prescribe their duties and compensation, and have full control of their actions as Executive Director
 - iii. Appoint an editor of the Association's official publications, prescribe the duties and compensation and have full control of their actions as editor.
- I. The Executive Committee of the Association shall consist of the President, President-Elect, Past President, the Executive Director (without the power to vote), and four members of the Board of Directors recommended by the President and approved by the Board of Directors as the President assumes their regular term of office. At least one of the four at-large members shall be a District President and at least one a Division President. The Executive power of the Association shall be vested in the Executive Committee. The Executive Committee shall be vested with the power to make emergency decisions. The Executive Committee shall advise the Executive Director in situations not expressly covered by the Constitution.
- J. Terms of the President, President-Elect, and Past President shall be for two years, or until their successors shall be elected and installed. The President-Elect shall assume the office of President upon completion of the President's term of office. The President will assume the office of Past President upon completion of the President's term of office. Division Presidents and District Presidents shall be elected to serve a term of three years. They shall be elected one year prior to assuming active office. They will serve in "elect" positions for this year and should attend the Board of Directors meetings as observers.
- K. The President, President-Elect, and Past President shall assume their duties immediately following the State Conference. The Division Presidents and the District Presidents shall assume office immediately following the State Conference following their year of service as Division Presidents-Elect and District Presidents-Elect, respectively.
- L. If the State President or Division President or District President should be unable to fulfill the specified term of office, the State President-Elect or the Division President-Elect or the District President-Elect, respectively, shall assume the unexpired portion of the office. If the State President-Elect is unable to fulfill the specified term of office, whether by reason of succession to the Presidency or for any other reason, the Board of Directors shall appoint a successor to complete the term of office or a special election may be held to fill the vacancy. If the Division President-Elect or the District President-Elect should be unable to fulfill the specified term of office, the State President shall select and appoint, with the approval of the Executive Committee, a person to fill the unexpired portion of the term.
- M. The State President may not be elected to serve consecutive terms, but may be returned to office after two years have lapsed. Division Presidents and District Presidents may serve two consecutive terms and may be returned to office after two years have lapsed. Division Presidents or District Presidents may be elected to a different office on the Board of Directors upon completion of their expired term.
- N. The authority and responsibility for the management and maintenance of the good will and credit of the Association is vested in the Board of Directors, but it is expressly understood that neither the Board, nor any member thereof, nor any staff member, nor any member of the Association, shall be required to accept personal financial responsibility for duly authorized bills or obligations, or for litigations that may develop from authorized activities of the organization carried on in good faith

and in pursuit of the objectives, purposes and activities prescribed or authorized by the Constitution and Bylaws of the Association.

O. Elections

- i. The Nominating Committee for the offices of State President and Division Presidents shall be composed of the District Presidents or other members of the Board of Directors recommended by the President and approved by the Board. The State President shall serve, or may appoint another officer to serve, as chairperson. The District President shall appoint a committee from within the District for the purpose of nominating a District President-Elect.
- ii. The names of all candidates shall be made known to the membership at least thirty (30) days prior to the election.
- iii. Voting in State and district elections shall be conducted by mail or by digital means. Ballots and necessary supporting information shall be mailed, or otherwise published, at least thirty (30) days prior to the close of voting, to all members who are eligible to vote. A majority of the votes cast shall constitute election.
- iv. A simple plurality shall constitute election.
- v. Authority for management, policies, and actions of the Association is vested in the Board of Directors. As presiding officer, the ILMEA President is responsible for the leadership of the Association. The Board of Directors and individual members may make recommendations regarding management, policies, and actions. The legislative power of the Association shall be vested in the active membership through the Board of Directors.
- vi. All districts may elect one voting representative to band, chorus, elementary general music, instrumental jazz, vocal jazz, and orchestra areas for each level (elementary, junior, and senior) provided for in the ILMEA Constitution. The term of office will be one year as representative-elect and a two year term as the District Representative. Representatives can serve for two consecutive terms and may return to office after two years have lapsed. Elections shall take place during the district meeting of the division at the district festival when the current representative is completing their second term or in the first term if the current representative chooses not to run for reelection. Assumption of office will take place at the conclusion of the next Illinois Music Education Conference. It is permissible for a district to have a single representative for multiple levels within a single division (i.e. junior and senior band).
- vii. Should a vacancy occur, the District President shall appoint a representative until such time an election may take place.
- viii. All elected Board Members, District Representatives, and chairpersons must be members in good standing of ILMEA.

IV. Meetings

- A. It is the policy of the ILMEA Board that Board members must attend meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility to contribute to the decisions the Board is required to make.
- B. If a Board member will be absent from all or part of any meeting, the Board member is expected to contact the President or the Executive Director as soon as the need to be absent is known.
- C. When a Board member is absent from any Board meeting, the President will contact the Board member and remind the Board member of the attendance policy.
- D. There will be an annual meeting of the Board (or general membership) held during the annual Illinois Music Education Conference on such specific date designated by the Executive Director.
- E. There will be an annual meeting of the Board in the spring on such specific dates designated by the Executive Director.

- F. There will be an annual meeting of the Board in the summer on specific dates as designated by the Executive Director.
- G. New Board members will have an orientation meeting at the beginning of IMEC as designated by the Executive Director.

V. Quorum, Voting, and Policy Change

- A. All policy decisions will be made by majority vote of the Board and only at Board meetings. Before adopting any policy, all Board members will receive a copy of the proposed policy in advance of the meeting at which the vote is to be taken.
- B. Policies may be recommended to the Board by committees of the Board, individual Board members or the Executive Director. All proposed policies will be researched to ensure that they are legal, and do not contradict already established constitutional provisions, bylaws, or policy of ILMEA. If approved by the Board, policies will be written, coded, dated at time of approval and included in all copies of the Board policy manual.
- C. All policies will be periodically reviewed by the Board or a committee of the Board for accuracy and appropriateness, and recommendations will be made to the Board for amendment, addition, or elimination. Except as otherwise provided by law, any policy of the Board may be suspended, repealed, amended, or waived by a majority vote of the Board, provided that at least two full weeks advance notice has been given to all Board members of the intention to consider revocation, repeal, waiver, or amendment.
- D. All policies proposed to the Board should be tested. The proposed policy will be:
 - i. Necessary for sound operation of ILMEA
 - ii. Consistent with our mission statement
 - iii. Within the scope of Board authority
 - iv. Consistent with local, state, and federal law
 - v. Compatible with other policies of this Board
 - vi. Practical and enforceable

VI. Orientation of New Board Members

- A. The ILMEA Board believes that professional development for Board members is vital to good governance of ILMEA. Therefore, new Board members will be given, within 90 days of assumption of office, a thorough orientation about ILMEA, Board operations, finance, Board ethics, responsibility, and liability.
- B. The Board will also include in the ILMEA annual budget a line item for Board development. The line item will be used to pay for publications and materials to assist the Board to learn the job, training, and in-service programs oriented to Board operations and travel to conferences and conventions that will assist Board members to develop their governance skills. The following will be the guide for orientation of all new Board members:
 - i. Purpose, Mission Statement, Diversity, Equality, and Inclusion Statement, and values of ILMEA
 - ii. Constitution and bylaws
 - iii. Strategic plan
 - iv. Board Governance Policy Manual
 - v. Policy Manual
 - vi. Expense vouchers
 - vii. Abbreviations and acronyms used at ILMEA
- C. Serving as a Board member of ILMEA involves a significant commitment. To meet that commitment, Board members are expected to:
 - i. Ensure adherence to ILMEA's mission

- ii. Attend and actively participate in all of the Board's meetings, and notify the Executive Director or President of anticipated absence
 - iii. When absent from a meeting, review minutes and results of the missed meeting
 - iv. Do their homework to be prepared to participate fully in Board and committee meetings
 - v. Serve actively on at least one committee when asked
 - vi. Act only with the full Board, not individually unless authorized to do so by the full Board
 - vii. Speak for the full Board only when the full Board sanctions their doing so
- D. Board Meetings
- i. There will be an annual meeting of the Board (or general membership) held during the annual Illinois Music Education Conference on such specific date designated by the Executive Director.
 - ii. There will be an annual meeting of the Board in the spring on such specific dates designated by the Executive Director.
 - iii. There will be an annual meeting of the Board in the summer on specific dates as designated by the Executive Director.
 - iv. New Board members will have an orientation meeting at the beginning of IMEC.
- E. Additional Commitments
- i. Maintaining district/division social media accounts
 - ii. Possible IMEC hosting/greeting/coffee cart assignments
 - iii. All email correspondence will be through the official ILMEA email account
 - iv. Email will be checked frequently.
- F. Confidentiality statement
- i. All information pertaining to ILMEA All-State student auditions, music selections, numerical scores, rankings, chair placements and ensemble assignment remain confidential. Information regarding scores, rankings and state eligibility must remain permanently confidential.
 - ii. It is the policy of ILMEA that board members, employees, and other volunteers of ILMEA will not disclose confidential information belonging to, or obtained through their affiliation with, ILMEA to any person, including their relatives, friends, and business and professional associates, unless ILMEA has authorized disclosure. This policy is not intended to prevent disclosure where disclosure is required by law.
 - iii. Confidentiality is the preservation of privileged information. Board members, employees, and other volunteers are cautioned to demonstrate professionalism, good judgment, and care at all times in handling any information related to ILMEA to avoid unauthorized or improper disclosures of confidential information.
 - iv. While board members, employees, and representatives) are expected and encouraged to discuss the organization with one another and targeted publics, they shall not report opinions expressed in meetings, nor shall they report independently on committee action, or engage in any communication that has not been approved by the Executive Director or President that would not be supported by board policy, procedures, or decisions.
 - v. At the end of a board member's term or upon his/her retirement, resignation or removal from the Board of Directors, he/she shall return, at ILMEA's request, all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his/her possession.
 - vi. If it should be proven that this agreement has been violated, the ILMEA officer, representative or audition judge will be removed from their position immediately.

VII. Conflict of Interest

- A. A Board member may not use their position on the ILMEA Board to prevent ILMEA from competing with the Board member's business. It is expected that Board members, even after

they complete Board service, will not use membership/client lists, or other confidential information acquired by virtue of being a member of the Board.

- B. Members of the ILMEA Board must never offer, give, solicit, or receive any form of bribe or kickback through their connection to ILMEA. Board members must never solicit a personal gift of any kind from anyone who does business with ILMEA. This restriction applies to both actual and proposed business transactions involving ILMEA.
- C. Board members have a duty to subordinate personal interests to the welfare of ILMEA and those we serve. Conflicting interests can be financial, personal relationships, status, or power.
- D. Board members and employees are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, which obligate or induce the Board member or employee to compromise responsibilities to negotiate, inspect or audit, purchase, or award contracts, with the best interest of ILMEA in mind.
- E. Board members and employees are prohibited from knowingly disclosing information about ILMEA to those who do not have a need to know or whose interest may be adverse to ILMEA, either inside or outside ILMEA. Nor may Board members or employees in any way use such information to the detriment of ILMEA.
- F. Board members or employees may not have a significant financial interest in any property which ILMEA purchases, or a direct or indirect interest in a supplier, contractor, consultant, or other entity with which ILMEA does business.
- G. Since it is not possible to write a policy that covers all potential conflicts, Board members and employees are expected to be alert for and avoid situations which might be construed as conflicts of interests.
- H. Any possible conflict of interests on the part of any Board member should be disclosed to the other Board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.
- I. Any Board member having a conflict of interests or possible conflict of interests should not vote or use their personal influence on the matter, and they should not be counted as part of a quorum on that question for that meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- J. These restrictions should not be construed as preventing the Board member from briefly stating their position in the matter, nor from answering pertinent questions of other Board members, since their knowledge could be of assistance to the deliberations.
- K. All Board members will be required to complete the "Conflict of Interests" statement. This policy will be reviewed by the Board annually and given to each new Board member for signature during orientation.

VIII. Ethical Code of Conduct

- A. The ILMEA Board is both responsible and liable for ILMEA. The ILMEA Board and the law require every Board member to follow the rule of the reasonably prudent person and the principle of good faith.
- B. All ILMEA Board members will be expected to recognize and accept their legal position as governing agents of ILMEA. A Board member of ILMEA occupies the role of a fiduciary with regard to those served. A fiduciary is a person who holds something in trust for another. If ILMEA Board members violate their trust or fiduciary duty, they may be subject to legal consequences. The duties and responsibilities of Board membership attach automatically when Board members accept the office.
- C. There is a certain amount of liability involved with being a Board member, so the Board will periodically discuss the liability issue to be certain that the Board is adequately insured.
- D. The rule of the reasonably prudent person means the Board will not:

- i. Mismanage ILMEA by deviating from fundamental management principles, such as planning carefully for the future of ILMEA, regularly reviewing the financial status of ILMEA, and monitoring compliance with Board policies
 - ii. Fail to govern by utilizing all control systems to govern ILMEA
 - iii. Be involved in self-dealing that provides personal gain to Board members
- E. The principle of “good faith” means that Board members will:
 - i. Attend all Board and committee meetings to be a part of Board action.
 - ii. Read and understand ILMEA's Constitution, Bylaws, and Policy Handbooks
 - iii. Pay attention to corporate affairs and keep informed about organization activities
 - iv. Ensure that ILMEA is in compliance with legal requirements
 - v. Avoid self-dealing
- F. Because the conduct of the Board has a direct impact on public and constituent perceptions about ILMEA, Board members will maintain an appearance of high credibility in adhering to legal and policy requirements.
- G. Board members will be active and encourage all other Board members to be active by attending meetings, studying, questioning, voting on all issues, monitoring progress, and maintaining active committees.
- H. Board members will not condone conflicts of interest on the Board. A generally accepted rule of thumb is that a Board member or their family may not receive any gain (tangible or intangible) through the connection with the ILMEA Board.
- I. Board members will vote against proposed actions if they feel there is insufficient information on which to base an opinion. Minutes of each meeting should be carefully maintained and all votes properly recorded.
- J. Board members will adopt formally, by motion, any rules, regulations, policies, and budgets.
- K. Board members will review fiscal records and controls at regular intervals.
- L. Board members will ensure that standard budget forms and annual report forms are prepared and filed as required by law.
- M. Members of the ILMEA Board must never make political contributions on behalf of ILMEA. If a Board member takes an active part in the political process, it must be done at the Board member's personal expense. ILMEA will not reimburse anyone for a political contribution. Board members must not make any direct or indirect political contribution in cash, property, or service on behalf of ILMEA.
- N. Enforcement of Board Ethics Policies
 - i. Any Board member who believes that a fellow Board member has acted unethically should first review current Board ethics policy. Board members should not file or encourage the filing of ethics complaints that are frivolous and are intended to harm the respondent rather than to protect ILMEA.
 - ii. If the Board member continues to believe a fellow Board member has acted unethically they should seek resolution by discussing their concerns with the colleague if such discussion is likely to be productive and does not violate any individual's right to privacy.
 - iii. If this discussion, or other informal attempts to address the concern, fails to resolve the problem, the Board member should bring the concern to the attention of the President of the Board. If the concern relates to the President of the Board the issue should be brought to the attention of the President-Elect.
 - iv. The President of the Board may choose to address the concern individually with the member in question or refer the concern to the Executive Committee.
 - v. Board members shall cooperate in ethics investigations, proceedings, and resulting requirements. In doing so, they should make reasonable efforts to resolve any issues as to confidentiality. Failure to cooperate is itself an ethics violation.

- vi. The next steps after an ethics violation has been filed will be determined by the Executive Committee.
- O. Removal of Board Members
- i. It is the policy of the ILMEA Board to remove Board members who fail to perform the expected duties of a Board member. A Board member may be removed from the Board because of:
 - 1. Negligence of Board duties and responsibilities
 - 2. Failure to attend Board meetings regularly
 - 3. Illegal activity as a member of the Board
 - 4. Acting in any manner detrimental to ILMEA
 - ii. A Board member may be removed only by a majority vote of all currently serving Board members, and the motion to remove will state clearly the cause for removal.
- P. ILMEA Board Travel
- i. Authorized corporate travel is defined as travel in connection with the business of ILMEA which has been directed or requested and approved in accord with ILMEA policy prior to the departure date.
 - ii. All requests for corporate travel by invitation will include the purpose of the trip, dates of meetings (if any), anticipated expenses, date of departure, and date of return.
 - iii. Provision for travel by Board members must be included in the annual budget.
 - iv. Upon completion of the travel, a report must be submitted to the Board to demonstrate completion of the purpose and to share business information with the rest of the Board.
 - v. Airline travel will be booked coach class and discounted airfares will be sought whenever advance notice of the travel allows.
 - vi. Board members will be reimbursed for out-of-pocket expenses actually incurred. Claimed expenses for lodging, travel, car rental, and miscellaneous expenses must be documented by original receipts. Unless specifically authorized by the Board of Directors, no expenses are authorized, nor will be reimbursed, by ILMEA for expenses of friends, relatives, or families accompanying a Board member on ILMEA business, nor for any non-related business travel or extension of stay beyond completion of the intended ILMEA business.
 - vii. At the completion of authorized travel, an expense voucher will be submitted to the ILMEA State Office. The voucher will list by date and place all reimbursable expenses claimed and will be accompanied by the required receipts and invoices.
 - viii. When traveling for ILMEA, Board members are encouraged to utilize hotel shuttle services, airport buses, or taxi cabs for transportation, when available and competitively priced, rather than renting a car.
 - ix. When it is necessary to rent a car, mid-sized automobiles are the authorized vehicle unless medical or other special circumstances dictate a larger or more expensive vehicle. Rental car reservations will be made by the ILMEA State Office.
 - x. ILMEA staff will make travel arrangements (other than personal car travel) for Board members on ILMEA business.
 - xi. Board members canceling travel reservations or creating a “no show” situation for any reservations because of personal preference will be charged any cancellation fees and room charges.
- Q. Correspondence from the Board will be approved by the Board or the President. Except for reports, which are legally required to be sent out over the Executive Director’s name, all correspondence from the Board will be over the President’s name. All correspondence from the Board will be written on ILMEA letterhead and will be prepared by the State Office as directed by the Board.

- R. No material or information disclosed in executive sessions of the Board will be released to any unauthorized person.
- S. Individual Board members may not speak to the public or the media on behalf of the Board unless authorized by the Board to do so.
- T. Board members must be aware that they are always seen as Board members even when they designate comments as personal.
- U. Board members have authority only when acting as a body in regular or special meetings of the Board.
- V. The Board will not be bound in any way by any statement or action by any individual Board member except when such statement or action is in pursuance of an adopted Board resolution or special instructions by the Board, or under specified delegation of responsibility.
- W. Social Media
 - i. When posting, sharing, and commenting on social media platforms as an agent of ILMEA, interactions are a reflection of the association and its work supporting music education in Illinois.
 1. Engaging with and sharing content from and about ILMEA is encouraged so long as it is done in a positive manner that supports the work of the association.
 2. Engaging personally with ILMEA stakeholders (guardians, volunteers, students, fellow board members, sponsors, vendors, etc.) is encouraged and appreciated so long as it is done in a positive manner that supports the work of the association.
 3. Harassing, threatening, discriminating against, or disparaging any individual through social media will not be tolerated. This type of engagement or commentary that is defamatory or obscene may be subject to disciplinary action.
 4. While representing yourself as an ILMEA volunteer, be encouraged to use official logos and branding. Please contact the State Office for these images files and color values.
 5. Whenever referring to the association, please use the terminology Illinois Music Education Association, ILMEA, Illinois Music Education Conference, and IMEC.
 6. Airing disagreements or grievances around the business of ILMEA is not appropriate on social media and could damage the work of the association. Please invite commenters and posters to use other channels (email, meetings, phone calls) to work through these topics.
 7. If misrepresentations are made about ILMEA, please be encouraged to correct the misinformation and professionals with respect to the poster.
 8. Volunteers should not share any organization-privileged information, including confidential information, copyrighted information, or organization-issued documents through social media.
 9. If contacted by the media or press about any post that related to ILMEA business, please contact the State Office for further guidance,
- X. Political and Legislative Activity
 - i. To ensure that ILMEA supports legislative issues, which further the basic interests of those we serve, and oppose legislative issues detrimental to our mission, the following guidelines are established:
 1. ILMEA shall be nonpartisan in political matters, but shall support or oppose federal, state, or local legislative issues as the Board determines

- necessary and advisable. ILMEA will not directly endorse any candidate or party.
2. Employees or Board members shall not engage, directly or indirectly, in partisan activities as representatives of ILMEA and ILMEA funds will not be used for that purpose.
 3. Board members and employees are free, as individuals, to participate in political activity as long as they do not utilize ILMEA funds, ILMEA time, or the ILMEA identity.
 4. Board members and management of ILMEA should be aware that, because of their position, they should exercise discretion at all times to not convey the impression that ILMEA is endorsing a political candidate.
 5. The ILMEA Board is responsible for setting legislative goals for ILMEA and will review those goals at least annually.
- Y. It is the policy of the ILMEA Board that when a Board member is contacted by a staff member or member of the general public who has a concern or complaint about ILMEA or persons within ILMEA, the Board member will follow the following procedures:
- i. Remember that individual Board members have no power or authority to speak or act for the full Board.
 - ii. Listen to the person's concern.
 - iii. Express a desire to reach a satisfactory solution.
 - iv. Explain that the Board has established a process for handling concerns, which starts with the person most immediately responsible. Suggest that the concern be discussed with the person immediately responsible.
 - v. Assure the person that the Executive Director will be informed of the concern.
 - vi. Ask the person to report back to you about the progress or resolution of the concern, if desired.
 - vii. Inform the Executive Director of the complaint or concern.

IX. Committees

- A. Executive Committee
 - i. The Executive Committee of the Association shall consist of the President, President-Elect, Past President, the Executive Director (without the power to vote), and four members of the Board of Directors recommended by the President and approved by the Board of Directors as the President assumes their regular term of office. At least one of the four at-large members shall be a District President and at least one a Division President. The Executive power of the Association shall be vested in the Executive Committee. The Executive Committee shall be vested with the power to make emergency decisions. The Executive Committee shall advise the Executive Director in situations not expressly covered by this Constitution.
- B. Finance Committee
 - i. The Finance Committee shall consist of the President, President-Elect, and three members of the Board of Directors, recommended by the President and approved by the Board. The Executive Director and Finance Committee will annually submit a budget to the Board of Directors for approval and make recommendations concerning the fiscal affairs of the Association as they shall from time to time deem appropriate.
- C. Nominating Committee
 - i. The Nominating Committee for the offices of State President and Division Presidents shall be composed of the District Presidents or other members of the Board of Directors recommended by the President and approved by the Board. The State President shall serve, or may appoint another officer to serve, as chairperson. The District President shall

appoint a committee from within the District for the purpose of nominating a District President-Elect.

D. Special Committees/Ad Hoc Committees

The term of office of all ad hoc committees appointed shall end with the term of office of the officer during whose administration they were appointed or when their special assignment/purpose has been completed.

X. Records, Reports, Documents, Inspections, and Access to Staff

A. Members of the ILMEA Board are granted certain specific rights. All Board members have the right to:

- i. Receive notice of Board meetings and the agenda
- ii. Attend and participate in Board meetings
- iii. Examine ILMEA's records, meeting minutes, financial statements, and contracts
- iv. Place items on the Board meeting agenda at the appropriate time

B. All major ILMEA organizational documents, such as the Articles of Incorporation, real estate titles, building blueprints, and any other historical or archived documents will be held in a safe and secure manner at the State Office. Custody of the documents, a list of the documents, and authority to access the documents will be maintained by the Executive Director.

C. The Illinois Music Education Association (ILMEA) acknowledges its responsibility to preserve information relating to litigation, audits, and investigations. The Sarbanes-Oxley Act of July 30, 2002, makes it a crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding. Each officer, member of the Board, staff, or volunteer has an obligation to inform the Executive Director of potential or actual litigation, external audit, investigation, or similar proceedings involving ILMEA that may have an impact as well on the approved records retention schedule. Electronic documents and records will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the retention schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in an appropriate file or moved to an archive computer file folder. Backup and recovery methods will be tested on a regular basis. The retention schedule is as follows:

- i. Accounts payable ledgers and schedule: 7 years
- ii. Annual Reports to Secretary of State/Attorney General: Permanently
- iii. Audit reports: Permanently
- iv. Bank reconciliations: 2 years
- v. Bank statements: 3 years
- vi. Checks (for important payments and purchases): Permanently
- vii. Contracts, mortgages, notes, and leases (expired): 7 years
- viii. Contracts (still in effect): Permanently
- ix. Correspondence (general): 2 years
- x. Correspondence (legal and important matters): Permanently
- xi. Correspondence (with customers and vendors): 2 years
- xii. Deeds, mortgages, and bills of sale: Permanently
- xiii. Depreciation schedules: Permanently
- xiv. Duplicate deposit slips: 2 years
- xv. Employment applications: 3 years
- xvi. Expense analyses/expense distribution schedules: 7 years
- xvii. Grant applications and contracts: 5 years
- xviii. Insurance policies (expired): 3 years
- xix. Insurance records, current accident reports, claims, policies, etc.: Permanently
- xx. Internal audit reports: 3 years

- xxi. Inventories of products, materials, and supplies: 7 years
 - xxii. Invoices (to customers, from vendors): 7 years
 - xxiii. IRS application for tax-exempt status: Permanently
 - xxiv. IRS determination letter: Permanently
 - xxv. Minute books, constitution, and bylaws: Permanently
 - xxvi. Patents and related papers: permanently
 - xxvii. Payroll records and summaries: 7 years
 - xxviii. Personnel files (terminated employees): 7 years
 - xxix. Retirement and pension records: Permanently
 - xxx. Tax returns and worksheets: Permanently
 - xxxi. Time sheets: 7 years
 - xxxii. Trademark registrations and copyrights: Permanently
 - xxxiii. Withholding tax statements: 7 years
 - xxxiv. Year-end financial statements: Permanently
- D. The Executive Director is responsible for the ongoing process of identifying records, which have met the required retention period, and overseeing their destruction. Destruction of financial and personnel-related hard copy documents will be accomplished by shredding.
- E. Board members, staff, or volunteers who fail to follow this policy can result in possible civil and criminal sanctions against ILMEA and possible disciplinary action against responsible individuals. The Executive Director will periodically review these procedures with legal counsel or the ILMEA's certified public accountant to ensure that they are in compliance with new or revised regulations.
- F. From time to time the public and/or members will request information or records from ILMEA. To protect the corporation and those we serve, information will be released only under the following conditions:
- i. All requests for information, other than routine public information, about ILMEA will be channeled to the Executive Director for a decision about releasing that information. If there is a question about the appropriateness of releasing any information, the Executive Director will seek advice from the Board of Directors.
 - ii. Information about personnel matters will not be released to anyone outside the organization.
 - iii. Information discussed in the executive session of the Board will not be revealed.
 - iv. Proprietary information that could have an adverse effect on ILMEA finances will not be released.
 - v. Matters considered confidential under state and/or federal law will not be released.
 - vi. Information about legal matters that might have an adverse effect on ILMEA will not be released.

XI. Risk Management

- A. It is the policy of ILMEA to provide the Board of Directors liability insurance. The continuing need for such insurance will be reviewed each time the policy is due for renewal.
- B. The Board will annually designate legal counsel to serve the needs of ILMEA. Legal counsel may be requested to attend Board meetings by request of a majority of the Board members or at the mutual agreement of the President and the Executive Director.
- C. Only the President and the Executive Director or their designee may contact legal counsel on behalf of the Board. Costs billed to ILMEA and associated with individual Board members contacting legal counsel, auditors or other professional consultants without specific authority from the Board of directors, will be billed to the Board member making the unauthorized contact.

XII. Review of Governance, Bylaws, and Board Policies

- A. A copy of the Board Governance Policy Manual and the Board Management Policy Manual will at all times be available in the ILMEA State Office for review and inspection by employees and Board members. Each Board member will have access to the current and most updated policy manual.
- B. Periodic review of the governance, bylaws, and board policies will be conducted.

XIII. Board Assessment

- A. To ensure that planning is based on the needs and preferences of current and potential constituents, ILMEA Board and management will periodically conduct a realistic assessment of ILMEA service capabilities and analysis of trends likely to impact the future of ILMEA. ILMEA Board and management will then develop/revise an organizational (strategic) plan that is based on identified needs and preferences of current and potential constituents, and appraisal of ILMEA service capabilities.
- B. Performance accountability for the Board can only be maintained at a high level through regular self-evaluation of the Board's work. Therefore, the ILMEA Board will annually conduct a written self-evaluation of the Board's performance for the past year. The evaluation will include, but not be limited to:
 - i. Quality of meetings
 - ii. Committee performance
 - iii. Progress on long-range goals
 - iv. Fiscal monitoring
 - v. Cohesiveness of the Board
 - vi. Quality of the relationship with the Executive Director
 - vii. Exercise of vision on behalf of the organization
 - viii. Level of participation in Board activities by all Board members
 - ix. Community/member relations
- C. It will be the responsibility of the President to initiate the Board self-evaluation.

XIV. Whistleblower Policy

- A. ILMEA is committed to maintaining the highest standards of conduct and ethical behavior and promoting a working environment that values respect, fairness and integrity. All employees, Board members, and volunteers shall act with honesty, integrity, and openness in all their dealings as representatives for the organization.
- B. A whistleblower is an employee, Board member, or volunteer who reports an activity relating to ILMEA which that person believes to be fraudulent or dishonest. A person's concerns about possible fraudulent or dishonest use or misuse of resources or property should be reported to either the Executive Director and/or the President. Individuals reporting suspected misconduct should not perform any investigative or other follow-up steps on their own. This includes, but is not limited to, contacting the person who is the subject of the complaint, discussing the case with anyone not directly involved in the investigation, speaking to the media, and reporting the complaint to any external entities.
- C. The whistleblower may submit any suspected violations to the Executive Director or the President on an anonymous and/or confidential basis. Complaints may be submitted in writing or any other method that protects the whistleblower's anonymity or confidentiality. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
- D. Due to the important yet sensitive nature of the suspected violations, effective professional follow-up is critical. This includes documentation of the receipt, retention, investigation and treatment of the complaint. The Executive Director or the President will notify the person who submitted the complaint and acknowledge receipt of the suspected violation. All relevant claims, including those that are suspected but not unproved, will be reviewed and analyzed by those who have a need to

know. Following the investigation, ILMEA should determine if any corrective action is necessary. Any findings will be communicated to all related parties within the organization and to any external entities, such as auditors, legal counsel, and/or law enforcement.

- E. ILMEA will use its best efforts to protect whistleblowers against retaliation. No one may retaliate against a whistleblower for reporting information about an activity which that person believes to be fraudulent or dishonest with the intent or effect of adversely affecting the terms or conditions of the whistleblower's employment or service. Whistleblowers who believe that they have been retaliated against may file a written complaint with the Executive Director or the President. Any complaint of retaliation will be promptly investigated and appropriate measures taken if allegations of retaliation are substantiated.
- F. Good faith and reasonable care should be taken in dealing with suspected misconduct to avoid baseless allegations, premature notice to persons suspected of misconduct, disclosure of suspected misconduct to others not involved with the investigation, and violations of a person's rights under the law. People making such baseless allegations may be subject to disciplinary action by ILMEA and/or legal claims by individuals accused of such conduct.