

2. Bylaws

October 15, 2016

2.1 Duties of Board of Directors (“Board”) Members:

2.1.1 **Board Chair** (President of the Corporation)

- 2.1.1.1 Is a member in “good standing” of the Organization.
- 2.1.1.2 Is a member of the Board.
- 2.1.1.3 Serves as the Chief Volunteer of the Organization.
- 2.1.1.4 Is a partner with the Executive Director in achieving the Organization's mission.
- 2.1.1.5 Provides leadership to the Board, who sets policy and to whom the Executive Director is accountable.
- 2.1.1.6 Chairs meetings of the Board after developing the agenda with the Executive Director.
- 2.1.1.7 Encourages Board's role in strategic planning.
- 2.1.1.8 Appoints the chairpersons of committees, in consultation with other Board members.
- 2.1.1.9 Serves as a non-voting member of committees and attends their meetings when invited.
- 2.1.1.10 Discusses issues confronting the organization with the Executive Director.
- 2.1.1.11 Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
- 2.1.1.12 Reviews with the Executive Director any issues of concern to the Board.
- 2.1.1.13 Monitors financial planning and financial reports.
- 2.1.1.14 Plays a leading role in fundraising activities.
- 2.1.1.15 Evaluates annually the performance of the organization in achieving its mission.
- 2.1.1.16 Performs other responsibilities assigned by the Board.

2.1.2 **Vice Chair** (Vice-President of the Corporation)

- 2.1.2.1 Is a member of the Board.
- 2.1.2.2 Performs Chair responsibilities when the Chair cannot be available.
- 2.1.2.3 Reports to the Board's Chair.
- 2.1.2.4 Works closely with the Chair and other staff.
- 2.1.2.5 Participates closely with the Chair to develop and implement officer transition plans.
- 2.1.2.6 Performs other responsibilities assigned by the Board.

2.1.3 **Secretary** (Secretary of the Corporation)

- 2.1.3.1 Is a member of the Board.
- 2.1.3.2 Maintains records of the Board and ensures effective management of organization's records.
- 2.1.3.3 Manages minutes of Board meetings.

- 2.1.3.4 Ensures minutes are distributed to Board members shortly after each meeting.
 - 2.1.3.5 Is sufficiently familiar with legal documents (articles, bylaws, IRS letters, etc.) to note applicability during meetings.
 - 2.1.3.6 Performs other responsibilities assigned by the Board.
- 2.1.4 **Treasurer** (Treasurer of the Corporation)
- 2.1.4.1 Is a member of the Board.
 - 2.1.4.2 Manages finances of the organization.
 - 2.1.4.3 Administers fiscal matters of the organization.
 - 2.1.4.4 Provides annual budget to the board for board members' approval.
 - 2.1.4.5 Ensures development and board review of financial policies and procedures.
 - 2.1.4.6 Maintains accurate and up-to-date financial records.
 - 2.1.4.7 Provides support for scheduled and unscheduled financial audits.
 - 2.1.4.8 Complies with local, state and federal laws.
 - 2.1.4.9 Performs other responsibilities assigned by the Board.
- 2.1.5 **Committee Chair**
- 2.1.5.1 Is a member of the Board.
 - 2.1.5.2 Sets tone for the committee work.
 - 2.1.5.3 Ensures that members have the information needed to do their jobs.
 - 2.1.5.4 Oversees the logistics of committees' operations.
 - 2.1.5.5 Reports to the Board's Chair.
 - 2.1.5.6 Reports to the full Board on committee's decisions/recommendations.
 - 2.1.5.7 Works closely with the Executive Director and other staff as agreed to by the Executive Director.
 - 2.1.5.8 Initiates and leads the committee's annual evaluation.
 - 2.1.5.9 Performs other responsibilities assigned by the Board.
- 2.1.6 **Board Member**
- 2.1.6.1 Regularly attends board meetings and important related meetings.
 - 2.1.6.2 Makes serious commitment to participate actively in committee work.
 - 2.1.6.3 Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
 - 2.1.6.4 Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
 - 2.1.6.5 Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
 - 2.1.6.6 Is an active participant in the committee's annual evaluation and planning efforts.
 - 2.1.6.7 Participates in fundraising for the Organization.
 - 2.1.6.8 Is a member in "good standing" of the Organization.
 - 2.1.6.9 Formally evaluates the performance of the Executive Director.
 - 2.1.6.10 Complies with local, state and federal laws.
 - 2.1.6.11 Adheres to the Organization's Ethics and Best Practices Policies.
 - 2.1.6.12 Acts in the interest of the Organization and in accordance with its Conflicts of Interest Policy.

- 2.1.7 **Removal.** Any Director or Officer may be removed from their position of responsibility by a two-thirds (2/3) majority vote of the full membership. Upon removal, the individual shall immediately cease their assignments, will no longer be a member of the Organization, and will transfer all property of the Organization entrusted to him or her to the designee identified by the Executive Committee.

2.2 Duties of the Executive Committee:

2.2.1 Artistic Director

- 2.2.1.1 The Artistic Director is responsible for conceiving, developing, and implementing the artistic and cultural vision and activities of the Organization. The position reports directly to the Board.
- 2.2.1.2 Works with the Board with the support of the Executive Director to actualize the Organization's mission.
- 2.2.1.3 Develops, implements, and evaluates the Organization's programs.
- 2.2.1.4 Works with the Executive Director to develop an annual program budget.
- 2.2.1.5 Is responsible for the recruitment, supervision, development and retention of competent, qualified artistic personnel including conductors, performers, and designers.
- 2.2.1.6 Is responsible for the recruitment, supervision, development and retention of competent, qualified key technical personnel including sound, light and stage crew managers.
- 2.2.1.7 Works with the Community Relations representative to act as a spokesperson for the Organization's artistic purpose via speaking engagements, public and online appearances, and at fund-raising events.
- 2.2.1.8 Works with the Community Relations representative to foster the development of good relations with other cultural organizations by participating in meetings and joint activities where appropriate.
- 2.2.1.9 Rehearses and conducts at least four concerts per calendar year, for which the Artistic Director will be paid at the Organization's highest contracted Conductor rate.

2.2.2 Executive Director

- 2.2.2.1 Works with the Board and supports the Artistic Director to fulfill the Organization's mission.
- 2.2.2.2 Sets the agenda and presides over monthly meetings of the Executive Committee.
- 2.2.2.3 Presents a monthly report at Executive Committee meetings.
- 2.2.2.4 Presents a quarterly report at Board meetings.
- 2.2.2.5 Works with the Board of Directors to involve them in policy decisions, fundraising, and to increase the overall visibility of the Organization.
- 2.2.2.6 Develops, implements, and evaluates the Organization's strategic plans.

- 2.2.2.7 Develops sufficient resources to ensure the financial health of the Organization through the planning of and adherence to an annual operating budget.
 - 2.2.2.8 Establishes employment and administrative policies and procedures for all functions and for the day to day operation of the Organizations.
 - 2.2.2.9 Is responsible for the recruitment, supervision, development and retention of competent qualified administrative staff.
 - 2.2.2.10 Is responsible for signing all notes, agreements, and other instruments made and entered into and on behalf of the Organization in accordance with the Organization's "Limits of Authority" (LOA) policy.
 - 2.2.2.11 Report to the Board of Directors Executive Meeting attendees, actions and vote results within seven (7) days.
 - 2.2.2.12 Develops, manages, and maintains written agreements with important community partners.
 - 2.2.2.13 Other duties assigned by the Board of Directors.
- 2.2.3 **General Director.** Upon unanimous vote the Board of Directors may assign the responsibilities and duties of the Executive Director to a suitably qualified Artistic Director for a non-renewable term not to exceed five years, permitting the Board and incumbent to stabilize the organizational environment and search for and appoint an Executive Director at the end of that term. The dual roles will be combined into one position known as the "General Director" of the Organization. The General Director's vote only counts once, but remains the last vote and in the case of a tie, is the deciding vote. The General Director's compensation shall not be less than 80% of the total compensation of both the Executive Director and Artistic Director roles combined.
- 2.2.4 **Audience Relations.** The Executive Committee should include a representative focused on the needs of the Organization's audiences, including but not limited to programs, seating, refreshments, taking and counting of donations under the supervision of the Treasurer, coordinating ushers, parking, venue cleanliness before and after events, Organization reputation management, and audience appreciation efforts.
- 2.2.5 **Community Relations.** The Executive Committee should include a representative focused on the Organization's external relationships with other organizations, the media, and the general public, including but not limited to the Organization's online presence, cultural responsibility partnerships, press releases, posters and postcards, venues, Education, Organization reputation management, and community appreciation efforts.
- 2.2.6 **Finances.** The Executive Committee should include a staff member assigned to maintaining the Organization's accounts, in order to provide financial context as well as reliable financial data, and decision impact.
- 2.2.7 **Library.** The Executive Committee should include a representative focused on the Organization's sheet music needs, including but not limited to ordering, cataloging, distributing, and storing sheet music for all ensembles, as well as keeping track of sheet music location, Organization reputation management, and librarian appreciation efforts.

- 2.2.8 **Logistics.** The Executive Committee should include a representative focused on the Organization's logistical needs, including but not limited to furniture, office equipment, instruments, setting up and striking chairs, music stands, banners, stage decorations, risers and platforms, lighting, sound, hvac, truck rental, loading and driving, stage cleanliness before and after events, wind-proofing sheet music, Organization reputation management, and logistic team appreciation efforts.
- 2.2.9 **Membership.** The Executive Committee should include a representative focused on the needs of the Organization's members, including but not limited to accepting applications for membership, member feedback, coordinating member benefits and communications, recruiting members to volunteer, Organization reputation management, and member appreciation efforts.
- 2.2.10 **Performer Relations.** The Executive Committee should include a representative focused on the needs of the Organization's performers, including but not limited to recruitment & retention, records, performer notices and communications, Section Leader support, Organization reputation management, and performer appreciation efforts.

2.3 Membership

- 2.3.1 Membership of the Organization shall not be limited in number.
- 2.3.2 Membership shall be open to any person or organization who desires to promote the purpose of the Organization.
- 2.3.3 Membership shall be granted after application review and approval by a membership committee consisting of at least three current members in good standing convened at the request of the Executive Director.
- 2.3.4 All membership candidates will be required to complete an application as prescribed by the Executive Committee so that necessary information can be collected exclusively for communication between the Organization and its members.
- 2.3.5 Regulated membership application data regarding race, color, religion, gender, and ethnic origin shall be removed prior to consideration by the membership committee.
- 2.3.6 Membership of the Organization shall be ongoing as long as the member remains in good standing as defined herein.
- 2.3.7 Membership dues shall be determined by the Board.
- 2.3.8 The Organization's membership committee as defined herein may waive dues at their discretion.
- 2.3.9 Termination
- 2.3.9.1 **Removal.** Any member may be removed from the Organization for cause by a majority vote of the Board of Directors. Upon removal from the Organization, the individual shall immediately transfer all property of the Organization entrusted to him or her to the designee identified by the Executive Committee.
- 2.3.9.2 **Resignation.** If any member resigns from the Organization he or she shall not be entitled to a refund of any dues paid. Upon resignation, the individual shall

immediately transfer all property of the Organization entrusted to him or her to the designee identified by the Executive Committee.

- 2.3.10 A member in good standing shall have one vote on any matter under consideration by the general membership, when present at a meeting of the general membership. Members may not vote by proxy at any meeting.
- 2.3.11 A member shall be considered in good standing when all the following criteria are met:
 - 2.3.11.1 A completed and approved application is on file,
 - 2.3.11.2 Current Dues are paid,
 - 2.3.11.4 There is no record of removal within the previous three fiscal years.

2.4 Nominations and Elections:

- 2.4.1 A nominating committee appointed by the Board consisting of at least three members in good standing, will accept nominations for any eligible position.
- 2.4.2 Nominations for eligible Officer and Director positions shall be accepted in accordance with a Nomination policy.
- 2.4.3 The election of Officers and Directors will take place at the Annual General Meeting.
- 2.4.4 A majority vote of the members in good standing present at the Annual General Meeting shall constitute an election of the Officer and Directors.
- 2.4.5 The newly elected Officers and Directors will assume their duties on January 1, and will work with outgoing Officers and Directors in a transitional capacity until February 1.
- 2.4.6 In the event that no one is nominated for an Officer or Director position, the Board will nominate and elect no later than March 31 a member in good standing to the position by majority vote of the Board.

2.5 Rules of Order:

- 2.5.1 Meetings held by the Organization shall adhere to guidelines in a simplified version of Robert's Rules, maintained within a Rules of Order policy.
- 2.5.2 A meeting chair may consult the latest edition of Webster's New World Robert's Rules of Order published by Wiley, John and Sons, for procedures not governed by the Organization's Rules of Order policy.

2.6 Financial policies & procedures

- 2.6.1 The Organization's fiscal year shall be from January 1 through December 31.
- 2.6.2 Annual financial statement
 - 2.6.2.1 A financial statement incorporating a balance sheet, statement of financial activities, bank reconciliation, IRS Form 990 and other reports as required by policy, shall be prepared by the Treasurer no later than three (3) months after each fiscal year.

- 2.6.2.2 The annual financial statement shall be audited or reviewed by a Certified Public Accountant.
- 2.6.2.3 The annual financial statement shall be presented to the Board no later than six (6) months after each fiscal year.
- 2.6.3 The Treasurer shall present an annual budget for the next fiscal year to the Board no less than three (3) months prior to the start of the next fiscal year.
- 2.6.4 The Board shall determine a minimum percentage of funds received through donations or earned income to be applied to the general operating costs of the Organization, which includes the salaries and employment costs of support personnel.
- 2.6.5 Access to contributor records shall only be given to assigned clerical staff, the Executive Director, the Treasurer, and the Secretary, as needed to conduct the business of the Organization. Contributor identity may not be revealed in any form without the express written permission of the contributor, including to the Artistic Director, the General Director, or any Artistic or temporary personnel. Contributor confidentiality does not extend to public organizations giving grants to the Organization.
- 2.6.6 All fiscal policies and procedures needed for the administration and operation of the Organization and not specified herein shall be prepared by the Executive Committee and the Treasurer, and approved by the Board prior to implementation.

2.7 Activities

- 2.7.1 The Organization may undertake any legal activities that support the purpose of the Organization.
- 2.7.2 Such activities may include, but are not limited to,
 - 2.7.2.1 Producing or hosting concerts and other events
 - 2.7.2.2 Creating and maintaining performing and training ensembles
 - 2.7.2.3 Coordinating educational opportunities
 - 2.7.2.4 Fundraising
 - 2.7.2.5 Other projects and services approved by the Board
- 2.7.3 The Organization may acquire operating licenses and property rights of existing organizations and individuals to advance the reach and resources of the Organization's purpose.

2.8 Indemnification

- 2.8.1 **Rights.** Except as otherwise limited by law and these bylaws, each director, employee, or volunteer of the Organization shall be indemnified by the Organization and shall not be held liable for damages or the costs of their defense for any acts or omissions as a result of providing services or performing duties on behalf of the Organization. These rights of indemnification shall, in the case of the death of a Director, employee, or volunteer exist to the benefit of his or her heirs and estate.
- 2.8.2 **Limitations.** Indemnification as specified in 2.8.1 shall not include:

- 2.8.2.1 Any act or omission that is not reasonably included in the services or duties requested or approved by the Organization.
 - 2.8.2.2 The willful misconduct of a director, an employee, or a volunteer.
 - 2.8.2.3 A crime, unless a director, employee, or volunteer had reasonable cause to believe that the act was lawful.
 - 2.8.2.4 A transaction that resulted in an improper personal benefit of money, property, or service to a director, employee, or volunteer.
 - 2.8.2.5 Any act or omission that is not in good faith and is beyond the scope of authority of the Organization.
- 2.8.3 **Professional Services.** With the exception of expert Directors functioning in their roles as Directors, the limitation of liability in 2.8.2 shall not apply to any licensed professional employed by the Organization in his or her professional capacity.

2.9 Amendments to the Bylaws

- 2.9.1 Amendments to these Bylaws must be distributed to the full membership no less than sixty (60) days prior to an Annual General Meeting or Special Meeting in which the vote to approve the amendment(s) shall be held.
- 2.9.2 These Bylaws shall be amended by a two-thirds majority vote of members present at the Annual General Meeting or Special Meeting.

End.