

BYLAWS OF THE EAST METRO SYMPHONY ORCHESTRA

ARTICLE I - NAME AND PURPOSE

1. *Name:* The name of the organization shall be the East Metro Symphony Orchestra. It shall be a non-profit organization incorporated under the laws of the State of Minnesota.

2. *Purpose:* The East Metro Symphony Orchestra is organized exclusively for charitable, religious, and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Purpose of the Orchestra is to provide a broad range of educational, multicultural, and inspirational orchestral experiences to East Metro communities.

ARTICLE II – MEMBERSHIP

1. *Eligibility for membership:* Voting rights shall be available to any individual who meets all of the following requirements: (1) rehearses and performs with the orchestra regularly, (2) makes an annual donation in any amount to the Orchestra, and (3) desires to be a member.

2. *Annual dues.* There shall be no annual dues. However, members must make an annual donation to the orchestra in the Fall. The Board of Directors will recommend a suggested annual donation, but members are free to donate more or less than such amount as they are able and willing. Continued membership is contingent upon continued fulfillment of this annual obligation.

3. *Rights of members:* Each member shall be permitted to appoint a representative to cast such member's vote.

4. *Resignation and termination:* Any member may resign. Resignation shall not relieve a member of any charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

5. *Non-voting membership:* The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III – MEETING OF MEMBERS

1. *Meetings.* Meetings of the members shall be held at a time and place designated by the president of the board that is convenient to the members.

2. *Annual meetings:* An annual meeting of the members shall take place at a date, time, and location designated by the board president that is convenient to the members. At the annual meeting, the members shall elect directors and officers, receive reports on activities of the Orchestra, and determine the direction of the Orchestra for the upcoming year.

3. *Special meetings:* Special meetings may be called by the board president, the Executive Committee, or a simple majority of the board. A petition signed by a majority of the members may also call a special meeting.

4. *Notice of non-Special meetings:* No notice is required for meetings that occur during Orchestra rehearsals. Otherwise, at least two weeks advance notice shall be given to members.

5. *Quorum:* The members present at any properly noticed meeting shall constitute a quorum.

6. *Voting:* All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV – BOARD OF DIRECTORS

1. *Board role, size, and compensation:* The board is responsible for overall policy and direction of the Orchestra. The board shall have up to 10, but not fewer than 4, directors. The board receives no compensation.

2. *Term:* All directors shall serve two-year terms. There is no limit on the number of consecutive terms that a director can serve. Board terms shall be staggered. This means that for the initial board term, one half of the board will start with a one-year term.

3. *Meetings and Notice:* The board shall meet at least quarterly, at an agreed up time and place. No notice is required for official board meetings that occur during Orchestra rehearsals. Otherwise, at least two weeks advance notice shall be given, unless the directors waive such notice requirement.

4. *Board elections:* New directors and current directors shall be elected or re-elected by a simple majority of the members present at the annual meeting.

5. *Election procedures:* The Executive Committee shall be responsible for nominating a slate of prospective board members representing the Orchestra. In addition, any member can nominate a candidate (including themselves) to the slate of nominees.

6. *Quorum:* At least 50% of directors must be present to constitute a quorum of business transactions to take place and motions to pass.

7. *Officers and duties:* Four of the directors shall be officers of the board, consisting of a President, Vice-President, Secretary, and Treasurer. Their duties are as follows:

The President shall convene board meetings and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice President, Secretary, and Treasurer.

The Vice President shall chair committees on special subjects as designated by the board. The Vice President shall be prepared to assume the role of President.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The Secretary shall also be responsible for maintaining the roster of Orchestra members.

The Treasurer shall make a report at board meetings as appropriate. The treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. The Treasurer shall be responsible for tracking contributions by members.

8. *Vacancies:* When a vacancy on the board exists mid-term, the secretary will receive nominations for new directors from present directors. The nominations will be communicated to the present board. These vacancies shall be filled only to the end of the term of the director being replaced.

9. *Resignation, termination, and absences:* Resignation from the board must be in writing and received by the secretary. A director may be removed from the board for any reason at any time by three-fourths majority of the remaining directors. (Note that this requires a $\frac{3}{4}$ majority of the remaining directors; a $\frac{3}{4}$ majority of a quorum of directors is not by itself sufficient.)

10. *Special meetings:* Special meetings of the board shall be called upon the request of the president or half of the board. No notice is required for official board meetings that occur during Orchestra rehearsals. Otherwise, at least one week advance notice shall be given if circumstances permit.

ARTICLE V – COMMITTEES AND ROLES

1. *Committee formation:* The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board president appoints all committee chairs.

2. *Executive Committee:* The four officers shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the board. The Executive Committee is subject to the direction and control of the board.

3. *Finance Committee:* The treasurer is the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget. The board shall approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be July 1 to June 30. Annual reports are required to be submitted showing income, expenditures, and pending income. The Finance Committee may include Orchestra members who are not directors, provided that such members must comprise less than half of the committee.

4. *Publicity Committee:* The board shall designate the chair of the Publicity Committee. The Publicity Committee shall organize and lead publicity for the Orchestra, including advertising for concerts, encouraging media coverage of concerts, designing, maintaining, and updating the Orchestra's website. The Publicity Committee may include Orchestra members who are not directors, provided that at least one member of the Committee shall be a Director. The chair of the Publicity Committee and/or a Director on the Committee shall be responsible for keeping the board and Executive Committee informed of its actions.

5. *Fundraising Committee:* The board shall designate the chair of the Fundraising Committee. The Fundraising Committee shall be responsible for exploring and pursuing opportunities to raise funds for the Orchestra. Potential sources of funding include foundation grants, arts funding, governmental funding, corporate donations, individual donations, and donations from Orchestra members. The Fundraising Committee will also be responsible for recognizing donors to the Orchestra, which may in some cases involve coordination with the Publicity Committee. While the Fundraising Committee will organize and lead fundraising efforts, fundraising is the responsibility of the Board of Directors and the members of the Orchestra.

6. *Librarian:* The board shall designate a librarian to manage the Orchestra's sheet music library.

7. *Equipment Manager:* The board shall designate an equipment manager to keep track of the Orchestra's physical assets other than sheet music, such as instruments, percussion instruments, conductor's podium, and music stands.

ARTICLE VI –STAFF AND CONTRACT WORKERS

1. *Staff*: The Orchestra will have no staff.

2. *Conductor*: The Conductor of the Orchestra shall be a contract worker and shall not be an employee of the Orchestra. The Conductor shall not be a Director or Officer of the board. The board shall be responsible for selecting, retaining, and terminating the Conductor and for setting the fees for their services. The Conductor may attend meetings of the board and Executive Committee, at the Conductor's election. If matters to be discussed at such meetings include the Conductor's performance, etc., the Conductor shall not be present for that portion of the meeting. The Conductor shall also provide input and assist in decisions relating to the selection, retention, and termination of the Concertmaster

3. *Concertmaster*: The Concertmaster of the Orchestra shall be a contract worker and shall not be an employee of the Orchestra. The board shall be responsible for selecting, retaining, and terminating the Concertmaster and for setting the fees for their services. The Conductor shall provide input and assist in decisions relating to the selection, retention, and termination of the Concertmaster. The Concertmaster shall not be a Director or Officer of the Board. The Concertmaster may attend board meetings at the invitation of the board.

4. *Musicians for hire*: From time to time, it may be necessary for supplement the Orchestra's musicians with musicians who are paid. The Conductor may make recommendations and help with this process, provided that (1) such expenditures are within the Orchestra's budget allocated for such costs, and (2) prior to making any final decisions or commitments, the Conductor has obtained the approval of the treasurer.

ARTICLE VII – CONFLICTS OF INTEREST

Board Directors and Officers and candidates for the same will identify to the board any potential conflicts of interest between their board service on the Orchestra and any other organization or their other role in the Orchestra to allow the Board to consider whether such conflict will prevent that person from joining or continuing to serve on the board. If such person is permitted to join/continue on the board, they will leave the room during any vote on such conflicting issue.

ARTICLE VIII – AMENDMENTS

The Bylaws may be amended when necessary by a two-thirds majority of the board. Proposed amendments must be submitted to the secretary, who must send notice of such proposed amendment two weeks prior to such board meeting. (Note that this requires a 2/3 majority of the directors; a 2/3 majority of a quorum of directors is not by itself sufficient.) Such amendment must then be approved by a vote of a simple majority of the members of the Orchestra.

CERTIFICATION

The Bylaws were unanimously approved at a meeting of the Board of Directors on May 20, 2009.

Eric Levinson

Sally Browne

Dwight Erickson

Kim Heit

Ron Larson

James Cheeseman