

# Montgomery Symphony Orchestra, Inc.

## ByLaws

**(Established November 2006; Amended March 2015)**

### Article I: NAME

The name of the non-profit corporation is: Montgomery Symphony Orchestra, Inc. For the purposes of this document, Montgomery Symphony Orchestra, Inc. shall hereinafter be referenced as MSO, Inc.

### Article II: PURPOSE

MSO, Inc. pursues the following goals in order to support the work of the Montgomery Symphony Orchestra and to accomplish its mission:

- To provide musical programs of the highest quality for the community;
- To give local amateur and volunteer professional musicians the opportunity to play and to grow as musicians;
- To support young musicians of the community through collaboration and inclusion in our concerts and activities;
- To enhance and develop the appreciation of fine music in the community;
- To undertake other objectives, programs and activities not inconsistent with Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code as the need to do so presents itself in the opinion of the Corporation.

This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

### Article III: MEMBERSHIP

**Section 1. Eligibility.** Any person interested in furthering the goals and objectives of MSO, Inc. is eligible for membership upon the payment of dues. MSO, Inc. offers membership without regard to race, color, religion, sex, national origin, age, marital status, sexual orientation, gender identity, disability or citizenship.

**Section 2. Active Members.** Active members are those who pay dues and participate in MSO, Inc. activities. A musician may rehearse and perform with the Montgomery Symphony Orchestra and not be a member of MSO, Inc.

**Section 3. Dues.** Annual dues shall be established by the board of directors and set per orchestra season.

## **Article IV: MEMBERSHIP MEETINGS**

**Section 1. Membership Meetings.** A membership meeting shall be held at least once annually or more frequently at the discretion of the board of directors. An annual meeting shall be held, prior to the end of the fiscal year, for the purpose of electing officers.

**Section 2. Quorum.** One-third (1/3) of the active members of MSO, Inc. shall constitute a quorum, provided that a majority of the board of directors is in attendance.

**Section 3. Notice of Meetings.** Notice of the time and place of meetings shall be sent to all active members via written notice (including by electronic means) at least three (3) calendar days prior to the meeting.

## **Article V: BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors shall consist of all elected officers, the immediate past president, the chairpersons of all standing committees, and the music director as an ex-officio member. In addition, the membership will elect at least one person from the active membership. MSO, Inc. executive committee may add representation as found to be needed upon ratification by the board of directors.

**Section 2. Duties.** The board of directors shall supervise the affairs of MSO, Inc., report on actions at the regular meetings of MSO, Inc., and perform such other duties as requested by MSO, Inc. active membership.

**Section 3. Meetings.** The board of directors shall meet as often as needed, but no fewer than four times a year, the times and places to be determined by the president.

**Section 4. Quorum.** One-half (1/2) of the members of the board of directors shall constitute a quorum, provided there shall be a majority of the executive committee in attendance.

**Section 5. Majority Vote.** Except as otherwise required by law, by the articles of incorporation, or by these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board. If the Board is unable to reach a decision by a majority vote, the President, or if the President is not able to vote or is not present, the Vice-President, shall have the power to swing the vote based on his/her decision.

**Section 6. Term.** Members of the board of directors shall be elected or appointed for a three (3) year term and shall assume their duties July 1.

**Section 7. Vacancies.** In the event of a vacancy on the board of directors, the executive

committee shall have the power to select a successor to complete the unexpired term.

## **Article VI: EXECUTIVE COMMITTEE**

**Section 1. Composition.** The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and the Chairs of the Standing Committees of Membership, Publicity, and Fundraising.

a. Officers

1. Each board officer shall serve a three (3) year term.
2. No officer shall serve more than two (2) consecutive terms in the same office.
3. After a lapse of one year, a person may be a candidate for an office previously held.

b. Chairs of Standing Committees

1. Chairs of the Standing Committees shall be members of the MSO Inc., and shall be chosen by the elected officers.

**Section 2. Authority.** The Executive Committee shall have all powers of the board of directors between board meetings.

- a. An executive committee meeting may be called at any time by the president or by a majority of the executive committee members.
- b. A majority of the executive committee shall constitute a quorum.

## **Article VII: DUTIES OF ELECTED OFFICERS**

**Section 1. President.** The president shall preside at all membership meetings and shall be the chairman of the board of directors and the executive committee. The president shall have the right to vote on all matters presented; shall represent MSO, Inc. at other organizations and meetings where representation is desired; and shall have such other powers and duties as may be assigned by the board of directors.

**Section 2. Vice-President.** The vice-president shall attend as many of the standing committee meetings as possible. The vice-president will aid the president and in the absence of the president, may perform the duties of president.

**Section 3. Secretary.** The secretary shall be responsible for the creation and preservation of complete records of all meetings of the members, the board of directors, and the executive committee; and conduct correspondence of MSO, Inc.

**Section 4. Treasurer.** The treasurer shall receive donations, have custody of all funds, and keep a complete and accurate list of all receipts and disbursements. The treasurer shall deposit all funds in the name of MSO, Inc. in such depositories as shall be designated by the board of directors and will have the power to sign checks. The treasurer shall give an accounting of funds at board of director meetings, and, as requested, to the executive committee.

## **Article VIII: COMMITTEES**

There shall be two types of committees: Standing Committees and Special Committees.

**Section 1. Standing Committees.** The chair of each standing committee shall manage the activities of each of the committees as described below and shall report such activities to the executive committee and board of directors as required.

- A. **The Membership Committee** shall coordinate all activities involved in the management of membership and orchestra personnel, including communication to and among orchestra membership, maintaining attendance records, heading recruitment efforts and serving as a liaison for the orchestra membership.
- B. **The Publicity Committee** shall be responsible for publicizing the Montgomery Symphony Orchestra and its concerts by contacting local media outlets, producing fliers, mobilizing the membership and other means of getting the word out. This committee will also work with the executive committee to arrange and manage orchestra hospitality, meetings, recognition events and other events as approved by MSO, Inc. executive committee or board of directors.
- C. **The Fundraising Committee** shall be responsible for fund-raising activities in support of MSO, Inc. and the Montgomery Symphony Orchestra. This committee will work directly with the Treasurer of MSO, Inc. to ensure the financial welfare of the organization is closely monitored and maintained.

**Section 2. Special Committees.** The president and the board of directors may appoint committees of one or more persons to work on special projects as necessary. Special committees will report to the Board of Directors.

## **Article IX: ELECTIONS**

**Section 1.** Elections will be held at an Annual Meeting in spring, prior to the end of the fiscal year. Following presentation of previously nominated officers, nominations from the floor are in order. If there are none, the chairperson of the membership committee shall move for a vote of the membership. The vote may be taken by voice or written ballot. It shall require a majority vote of those present and eligible to vote to determine the election.

**Section 2. Taking Office.** The new officers and directors shall take office on July 1.

## **Article X: FISCAL POLICIES**

**Section 1. Budget.** There shall be an MSO, Inc. annual budget drawn up by the treasurer and approved by the board of directors at a meeting prior to the start of the fiscal year and finally presented at the Annual Meeting of the membership.

**Section 2. Year-End Financial Statement.** Each chairman of committees with budget allocations shall file a final statement showing allocated and actual expenditures with the Treasurer by May 31. Suggested changes in allocations should be submitted at the same time.

**Section 3. Budget Changes.** Changes within the budget in excess of twenty percent (20%) of the allocated amount must be approved by the treasurer and the executive committee.

**Section 4. Non-budgeted Items.** Expenditures for non-budgeted items must be approved by the executive committee if in excess of \$500.

**Section 5. Contracts.** Any agreements, contracts and budgets involving MSO, Inc. must be co-signed by the president with the approval of the board of directors.

**Section 6. Bank Account Privileges.** The treasurer, president and fundraising committee chairperson will have check-writing privileges for MSO, Inc. bank account. A check drawn for more than \$2,500 must be authorized by two officers, except in the instance the check is paying for the conductor's salary.

**Section 7. Fiscal Year.** MSO, Inc. fiscal year shall be July 1 through June 30.

## **Article XI: PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order, Modern Edition may govern the meetings of MSO, Inc. in all cases to which they apply and in which they do not conflict with these Bylaws.

## **Article XII: CHARITABLE PURPOSE**

No part of the net earnings of MSO, Inc. shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that MSO, Inc. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. MSO, Inc. shall not be involved in any propaganda, or otherwise attempt to influence (including the publishing or distribution of statements) any political campaign in behalf of any candidate for public office. Notwithstanding any other provisions of these bylaws, MSO, Inc. shall not carry on any other activities not permitted to be carried on by an association exempt from Federal Income Tax Section 501(c)(3) of the Internal Revenue Service Code, as amended, or by an association, contributions to which are deductible under Section 170(c) 2 of the Internal Revenue Code of 1954.

## **Article XIII: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of MSO, Inc. the board of directors shall, after paying or making provisions for the payment of all the liabilities of MSO, Inc. dispose of all the assets of MSO, Inc. in such

manner, or to such organizations organized and operated exclusively for charitable, educational purposes as shall at the time qualify as an exempt organization, or exempt organizations, under Section 501(c)(3) of the Internal Revenue Code, as amended, and as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of, by petition, by a court of competent jurisdiction, 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 XIV: AMENDMENTS**

These bylaws may be amended by a two-thirds vote of the board at any regularly scheduled board meeting provided that the amendments are submitted in writing to the board and to the MSO membership at least two weeks (14 calendar days) in advance of the meeting.