

Draft Revision 11/7/06

**By-Laws of the
Binghamton Community Orchestra**

Article I: NAME AND PURPOSE

- A. The name of this organization shall be Binghamton Community Orchestra, hereinafter referred to as the Association or "BCO".
- B. Our principal objective is to enhance the musical education of the community. This is to be achieved primarily by maintaining an amateur orchestra to provide an opportunity for non-professional musicians in this area to play symphonic music. We will provide concerts at least twice annually to the general public. We will also provide music programs from time to time to groups that normally would not have access to live symphonic music, e.g. nursing homes, young children, and senior citizens. These objectives are consistent with those specified in section 501(c)(3) of the Internal Revenue Code of 1954, and we shall not carry out any activities not permitted to be carried on by a corporation or association exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954.
- C. No part of the net earnings of the Association shall inure to the benefit of any member, trustee, director, officer of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association) and no member, trustee, or officer shall be entitled to share in the distribution of any of the Association's assets upon dissolution.
- D. No substantial part of the activities of the Association shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 5(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
- E. The Association's assets shall be permanently dedicated to exempt purposes as is described under section 501(c)(3) of the Internal Revenue Code. Upon the dissolution of this organization, assets shall be distributed for the one or more exempt purposes within the meaning of section 501(c)(3) or corresponding section of any future Federal Government, or to a state or local government, for a public purpose.

Article II: OFFICE AND DURATION

- A. The principal office of the Binghamton Community Orchestra shall be located in Binghamton, Broome County, New York.

- B. The duration of the Association shall be unlimited.
- C. The death, removal or resignation of any officer or member shall not result in the dissolution of this Association.

Article III: GENERAL POWERS

- A. The Binghamton Community Orchestra shall have the power to own, accept, acquire, mortgage, and dispose of real and personal property, and to obtain, invest, and retain funds in advancing the purposes stated in Article I.
- B. The BCO shall have the power to perform any lawful acts reasonably necessary or desirable for carrying out the Association's purposes, and for protecting the lawful rights and interests of its members in connection therewith.

Article IV: MEMBERSHIP

- A. Directors: Members of the Board of Directors.
- B. Player Members.
- C. Contributors: Non-musicians who volunteer their services in administering, fund-raising, and other supportive activities, and/or contribute financially to the BCO.

Article V: BOARD OF DIRECTORS

- A. The Board of Directors is the governing body of the BCO and is responsible for the overall policy and direction of the Association. The Directors delegate responsibility for the day-to-day operation of the Association to the Officers, the Music Director and other paid staff, and to volunteer committees, all of whom answer to the Board. The Board of Directors is responsible for the promotion and financial well-being of the Association.
- B. The Board has the responsibility to:
 - 1. Oversee the Association's finances, property and assets, approve the budget annually, and enter into contracts when necessary.
 - 2. Elect officers, approve committee appointments, and evaluate committee activities.
 - 3. Hire, evaluate, renew or terminate the contract of, and determine stipend level of the Music Director and other personnel as needed.
 - 4. Approve the next season's concert program prior to the final concert of the current season.
 - 5. Conduct strategic planning, promotion and fundraising.
 - 6. Set contributor levels and program advertising rates.

- C. The Board of Directors shall consist of 11- 15 members, five of whom shall be elected or otherwise selected by the playing members of the orchestra.
- D. Directors and are elected by the Board based on nominations from the Nominating Committee. Directors serve a 3- year term and may serve an unlimited number of terms. Officers are Directors elected by the Board. Officers serve a 1- year term and may serve an unlimited number of terms, but no individual may simultaneously hold more than one office. Elections of Directors and Officers, and the commencement of terms of service, take place at the first meeting of the Board of Directors following the beginning of the calendar year.
- E. The Board of Directors shall meet at least four times a year, as determined by the President. The President may call a special meeting at any time deemed necessary. A quorum shall be satisfied by a simple majority of the current Directors. When necessary, the business of the board may be conducted electronically (e.g. email, telephone, teleconferencing). Action taken as a result of an electronic meeting requires affirmative response from a simple majority of all current Directors.
- F. Directors and Officers receive no compensation. Directors may be reimbursed for reasonable, approved expenses incurred by them personally in fulfilling their duties to the Association.
- G. It is expected that Directors will be financial contributors to the Association at the Patron category or higher.
- H. Directors are expected to attend concerts and special events of the BCO, at a frequency agreed to by the board.
- I. Any Director or Officer may resign at any time by giving written notice to the President or to the Board of Directors. The resignation takes effect upon receipt of this written notice unless a later effective date has been specified. Acceptance of such resignation is not necessary to make the resignation effective.
- J. Any Director who fails to attend three consecutive regular meetings of the Board, or fails to attend required orchestra concerts and events, or who is not a financial contributor to the BCO, and who, in the opinion of the Board does not show good cause therefore, shall be removed as a Director. Any Director or Officer may be removed as a Director or Officer by a majority vote of the Board of Directors at any regular or special meeting.
- K. A vacancy among the Board of Directors or Officers occurring due to resignation, removal, death of a Director or an increase in the size of the Board shall be filled by a simple majority vote of remaining Directors at any regular or special meeting. Such vacancies are filled only until the end of the

unexpired term, at which point the Director filling the vacancy may be re-elected. The Board will continue to function during times with vacancies.

- L. At any time the Board of Directors may be dissolved by an 80% affirmative vote of all Player Members of the orchestra.
- M. In the event of a dispute over parliamentary procedure, the rules contained in the most current publication of "Roberts Rules of Order" shall govern so long as they are not inconsistent with these By-Laws.

Article VI: OFFICERS AND DUTIES

- A. Officers shall be President, Vice-President, Secretary and Treasurer. All officers are voting members of the Board of Directors.
- B. President: The President shall preside at all meetings of the Board of Directors. He/she shall sign all contracts and other documents on behalf of the Association. He/she shall have general and active management of the affairs of the Association and shall see that all orders and resolutions are carried into effect. The President shall appoint committee chairs and form special committees as needed. The President shall be an ex officio member of all committees.
- C. Vice-President: The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as may be required.
- D. Secretary: The Secretary shall attend all meetings of the Board of Directors and keep the minutes of such meetings. He/she shall provide notice of Board meetings and distribute the minutes to the Directors in advance of the next meeting. The Secretary shall maintain an updated roster of players and Directors. The Secretary manages all business and internal correspondence of the Association including maintaining the post office box, bulk mailing privileges and regularly checking incoming mail. The Secretary shall keep on file all significant correspondence of the Association.
- E. Treasurer: The Treasurer shall have custody of and be responsible for all funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. The Treasurer shall keep the monies of the Association in a separate account to the credit of the Association. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursement, and shall render to the President and Directors, at the regular meetings or whenever they may require it, an account of all the transactions and of the financial status of the Association. The treasurer is responsible for assuring that all local, state and federal tax returns and related documents are filed in a timely manner with the proper authorities as

determined by law. The Treasurer chairs the Budget Committee and assists in preparing the budget for the upcoming season. The Treasurer cooperates with the Audit Committee to ensure the Association's accounts are audited on a regular basis.

Article VII: COMMITTEES

A. PURPOSE, CHAIRS, MEMBERSHIP, ANNUAL REPORTS

1. Much of the work associated with the day-to-day operation of the Association is carried out by committees of volunteers, herein referred to as "Orchestra Committees". With the exception of the Board Committees listed below, members and chairs of Orchestra Committees need not be Directors. Such committees report to the Board of Directors and the Board ultimately approves of their functioning. There is no fixed term for service on an Orchestra Committee.
2. The President shall appoint for each Board or Orchestra Committee a chair, or convener, who shall be responsible for appointing the members. Committees convened without a chair shall elect the chair from among themselves.
3. The chair of each committee shall submit annually a report to the Board summarizing the committee's activities of the year. Reports of committees shall be submitted before the first Board meeting after the beginning of the calendar year.

B. BOARD COMMITTEES

1. Executive Committee - consists of the President, Vice President, Secretary and Treasurer and meets as needed. The Executive Committee transacts the business of the orchestra in between regular meetings of the Board of Directors.
2. Development Committee - builds and maintains a file of current and potential donors, and coordinates efforts by the board to cultivate individual and corporate donors. Provides training and guidance in fundraising to new Directors.
3. Nominating Committee - Selects candidates for seats on the Board of Directors.
4. Budget Committee - Works with the Music Director to develop a budget for the upcoming season. This budget must be presented to

the Board of Directors for discussion and approval no later than the last regular meeting of the fiscal year.

5. Audit Committee - Works with the Treasurer to arrange periodic audits of the Association's accounts as required by law.
 6. Evaluation/Survey Committee - Prepares, administers and summarizes the results of annual surveys of orchestra members and Directors with regard to the performance of the Music Director and about the general direction of the orchestra. Results of the surveys are presented to the Board of Directors prior to the contract renewal date of the Music Director.
- C. Orchestra Committees shall be organized or dissolved by the President as required. These carry out functions such as publicity, ticket sales, house management, program advertisement sales, fundraising, grants and special programs, etc. The specific activities of these committees and the number and scope of committees may be expected to change over time. It is recommended that a Handbook of Policies and Procedures for these committees be maintained and regularly updated. Committee chairs, as directed by the President, shall seek approval prior to undertaking major activities.

Article VIII: MUSIC DIRECTOR

The Music Director shall have artistic responsibility for the Orchestra. All expenditures by the Music Director shall be made only with the approval of the Board of Directors. The Music Director shall develop and submit for approval to the Board of Directors the next season's concert program prior to the final concert of the current season. The Music Director shall be ex officio a member of the Board and all committees.

Article IX: PLAYER MEMBERS

- A. The Secretary will maintain a roster of active Player Members. These active Player Members are entitled to vote.
- B. New players shall be admitted to the Orchestra at the discretion of the Music Director, either by audition, or another appropriate means.
- C. Player Members may be dismissed only with the agreement of the Music Director and a majority vote of the Board of Directors.
- D. A Player Member may request a leave of absence of up to one year. After that time, he/she will be readmitted at the discretion of the Music Director. Player Members on leave of absence are entitled to vote.

- E. A Player Member who fails to attend rehearsals or concerts for a period of one year will become an inactive member, not entitled to vote. Such inactive members may be readmitted at the discretion of the Music Director and returned to the active roster.
- F. A Handbook of Player Member Expectations and Responsibilities will be maintained and updated as needed.
- G. A Player Personnel committee, one of the Orchestra Committees, will facilitate communication between the Music Director and Player Members and work to resolve conflicts or disputes between members or with the Music Director.

Article X: GENERAL PROVISIONS

- A. The fiscal year of the Association shall be September 1 through August 31.
- B. Checks from the Association's bank account may be signed by the Treasurer, the President, and any other Director appointed by the President.

Article XI: AMENDMENTS TO BY-LAWS

Amendments to these By-Laws may be made at any BCO Board meeting by a two-thirds vote of the full Board provided that the proposed amendment has been sent to each member at least two weeks prior to the date of the meeting. Voting may be by absentee ballot received by the President prior to said meeting.

NB: By-Laws adopted May 9, 1986
Revised: June 6, 1993
Revised: September 1, 1993
Revised: May 2, 1995
Revised: June 5, 2001
Draft Revision: November 7, 2006