

# *Youth Symphony of Southern Oregon*

## **Bylaws**

### **ARTICLE I: NAME**

The name of the overall organization is the Youth Symphony of Southern Oregon, hereafter referred to as the YSSO.

### **ARTICLE II: PURPOSE & GOALS**

#### **SECTION 1. PURPOSE AND MISSION:**

The purpose of the YSSO is to operate exclusively for charitable, literary or educational purposes, including, but not limited to, receiving contributions and paying them over to one or more organizations described in Section 501(c)(3), and exempt from taxation under Section 501 (a) of the Internal Revenue Code as now in force or hereafter amended. It is to engage in any lawful activity pursuant to ORS Chapter 61, but not in any event to engage in any activities prohibited to a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The mission of the YSSO is to provide exceptional performance experiences under the leadership of professional conductors and music coaches and to foster a lifelong appreciation of classical music and the arts.

### **ARTICLE III. MEMBERSHIP**

#### **SECTION I. QUALIFICATIONS:**

Members include only those persons and organizations that are members in good standing at the Associate level or above for the current operating year.

**SECTION 2. LEVELS:**

Member levels are set by the Governing Board.

**SECTION 3. MEETINGS OF THE MEMBERS:**

- (A) A meeting of the YSSO members in good standing shall be held annually, place and time at the discretion of the Governing Board. This may be a combination of business and social affairs. The primary business of the annual meeting shall be the election of the YSSO Governing Board, although members may also transact such other business of the YSSO as determined by the Governing Board.
- (B) Special meetings of the members may be called at the discretion of the President, subject to Governing Board approval, or by a Director upon a petition signed by 20 members of the YSSO or 10 percent, whichever is larger, having been presented to the Board Secretary. Notice of any special meetings, stating the time and place, shall be mailed to all members in good standing ten (10) days prior.
- (C) Each member in good standing shall have one (1) vote and such voting may not be done by proxy.
- (D) All meetings shall be guided by Roberts Rules of Order.

**ARTICLE IV. BOARD OF DIRECTORS**

**SECTION 1. BOARD SIZE AND COMPENSATION:**

The affairs of the YSSO shall be governed by a Governing Board comprised of no fewer than ten (10) Directors with representation including but not limited to, Medford, Grants Pass and Ashland areas respectively.

Directors serve without compensation.

**SECTION 2. TERM:**

The term of office for a Director shall be two (2) years. A Director may not serve for more than three consecutive terms.

**SECTION 3. ELECTIONS:**

The election of new and returning Directors shall be held annually. The Governance Committee shall submit name(s) to the President and Secretary of the Board for review and approval by the Governing Board prior to being placed in nomination. At the Annual Meeting, each member in good standing present shall be entitled to cast one (1) vote for each Director subject to election.

**SECTION 4. VACANCIES:**

The unexpired term caused by the departure of a Director may be filled by a person elected by simple majority of the Directors present at a regular meeting of the Governing Board.

**SECTION 5. REMOVAL & RESIGNATIONS:**

A Director may be removed with or without cause by a vote of two-thirds (2/3) of the Directors in office at a special meeting called for that purpose. Resignations of Directors shall be made by written notice to the President.

**SECTION 6. ATTENDANCE:**

It is the duty of each Director to notify the President if he/she is unable to attend a scheduled meeting of the governing board. Any Director with unexcused absences from 25 percent of the total number of Governing Board meetings during a year may be removed from the Governing Board and his/her term filled as per the provisions in Section 4 of this Article.

**SECTION 7. MEETINGS OF THE BOARD:**

- (A) The Governing Board shall meet a minimum of four times during each fiscal year and shall hold an annual retreat in addition to the quarterly meetings.
- (B) Special meetings of the Governing Board may be called by the President or upon written request of at least three (3) Directors. Special meetings of the Governing Board shall be called with a minimum of three (3) days' notice to each Director, given personally, by mail, telephone or by e-mail, which notice shall state the time, place and purpose of the meeting.
- (C) In accordance with state statutes and if deemed necessary by the President of the Governing Board, a director may participate in any regular or special meeting if he/she can simultaneously hear or read all communication during the meeting and communicate or send messages to all other participating directors. If a meeting is conducted during which a director is participating in this manner, all participating directors shall be informed that a meeting is taking place at which official business may be transacted and the director participating in the meeting by this means is deemed to be present in person at the meeting.
- (D) All meetings shall be guided by Roberts Rules of Order.

**SECTION 8. QUORUM AND VOTING:**

A majority of the current Directors in office shall constitute a quorum. When a quorum is present, the vote of the majority of Directors shall constitute the action of the Governing Board unless a greater vote is required by law, the Articles of Incorporation or these Bylaws.

Voting may not be done by proxy.

**ARTICLE V. POWERS AND DUTIES OF THE BOARD OF DIRECTORS:**

Directors shall execute all of the powers of the YSSO and perform all acts which they deem in the best interest of the YSSO, subject to restrictions of law, the Articles of Incorporation, and these Bylaws.

**SECTION 1. DUTIES OF THE BOARD:**

The Governing Board is responsible for and shall control and oversee the affairs and business of the YSSO. All Directors must act in good faith and exercise due diligence in all matters of governance (internal and external policies, board development, personnel), corporate compliance (records and inspection, state and federal law and regulations) and fiduciary responsibility (risk assessment, reporting, maintaining liability and other insurance, designating depositories, preventing misuse of YSSO funds). Directors are responsible for the financial health and well-being of the YSSO (annual budgeting, review of financial position and activity, ensuring adequate revenue and support to maintain the YSSO). All Directors must act in the best interest of the YSSO, understand the duties of loyalty, care and fairness, and adhere to a code of ethics and the conflict of interest policy.

The Governing Board shall hire and annually fix the compensation of the Music Director and Conductor, the Associate Conductor and Executive Director.

All Directors must be members in good standing of the YSSO.

**ARTICLE VI. OFFICERS OF THE BOARD**

**SECTION I. ENUMERATION:**

Officers of the Governing Board shall consist of a President, one or more Vice-President(s), Secretary and Treasurer, and such other offices as the YSSO Governing Board may deem necessary.

Only current Directors are eligible to be elected to serve as officers.

The offices of Secretary and Treasurer may be held by the same person, but no person shall simultaneously hold more than one of any other office.

**SECTION 2. TERM OF OFFICE:**

A term of office shall consist of one (1) fiscal year.

**SECTION 3. ELECTION:**

At the final Governing Board meeting of the fiscal year, the Directors shall elect officers from candidates presented by the Governance Committee.

Nominations from the floor are welcome as per Roberts Rules of Order.

**SECTION 4. VACANCIES:**

Vacated offices may be filled upon recommendation by the President, subject to the vote of the full Governing Board.

**SECTION 5. DUTIES:**

(A) **PRESIDENT:** The President of the Governing Board is the Chief Volunteer Officer of the YSSO. The President oversees governance of the YSSO and the maintenance of the policies and procedures in the Bylaws, and ensures that all orders and resolutions of the Governing Board are carried out. The President presides at Governing Board and Executive Committee meetings and the Annual Meeting. The President is responsible for executing official documents. The President coordinates the duties of other officers. The President appoints the chair of each Standing Committee except the Finance Committee and ensures that each Director serves on a Standing Committee. The President may establish *ad hoc* working groups as necessary. The President shall approve the appointment of any non-Director to a Standing Committee or an *ad hoc* working group.

The President ensures that Directors are aware of and fulfill governance responsibilities, comply with applicable laws and Bylaws, conduct business effectively and efficiently, and that they are accountable for their decisions, actions and the business of the YSSO. The President leads the Governing Board in strategic planning and helps guide and mediate actions with respect to priorities and governance. The President monitors financial planning, plays a leading role in all fund development activities, and ensures that structures and procedures are in place for securing the resources required by the organization. The President ensures that structures and procedures are in place for effective recruitment, training and evaluation of Directors. The President coordinates the Governing Board's employment, supervision, annual performance evaluation and termination of the Music Director, Associate Conductor and Executive Director. The President shall recommend the annual compensation levels for the Music Director, Associate Conductor and Executive Director. The President serves as primary spokesperson for the YSSO and may be called upon to represent the YSSO to the media, as well as to report Board decisions and actions to the public. The President performs all duties assigned to the office of President, as well as any other duties that may be required by these Bylaws or prescribed by the Governing Board. The President is an *ex-officio* member of all Standing Committees except the Governance Committee.

- (B) VICE-PRESIDENT(S): A Vice-President shall preside at all Governing Board, Executive Committee and Annual Meetings in the absence of the President. A Vice-President may be appointed by the President to chair a standing committee. A Vice President shall normally accede to the office of President upon the completion of the President's term. A Vice-President may be asked to perform other duties by the President.
- (C) SECRETARY: The Secretary keeps minutes of all Governing Board meetings and the Annual Meeting. The Secretary is the custodian of corporate records and provides oversight of corporate documents and reports. The Secretary ensures proper and timely notices required by law or by these Bylaws, and performs all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Governing Board or President. The Secretary serves as Parliamentarian at the request of the President.

(D) **TREASURER:** The Treasurer is responsible for all YSSO accounts and funds and oversees and ensures the use of proper record-keeping and standard accounting practices for all YSSO properties and transactions. The Treasurer will provide regular financial reports to the Governing Board and Executive Committee. The Treasurer works with staff to develop the annual operating budget and presents it to the Governing Board for review and approval. The Treasurer will perform all duties assigned to the office of Treasurer, as well as any other duties that may be required by these Bylaws, prescribed by the Governing Board or assigned by the President. The Treasurer serves as Chair of the Finance Committee.

**ARTICLE VII. EXECUTIVE COMMITTEE:**

The Executive Committee shall be composed of the officers of the Governing Board. The President may appoint up to two additional at-large Directors to serve on the Executive Committee. The Executive Committee shall meet monthly or as needed to review reports and recommendations from committees and staff, discuss and act upon issues of concern and financial matters, conduct planning sessions and other such tasks directed by the President. The Executive Committee is empowered to act upon the Governing Board's direction. The Executive Committee shall be chaired by the President. In the President's absence a Vice-President or other officer will be appointed by the President to serve as temporary chair.

**ARTICLE VIII. STANDING COMMITTEES**

Standing Committees of the Governing Board shall meet monthly or as needed or directed by the President. The President shall set deadlines by which written reports and recommendations shall be provided to the Governing Board. Minutes of all meetings shall be recorded, provided to the President and kept on file. The President shall appoint chairs of committees unless otherwise specified in the Bylaws. Committee membership shall be limited to current Directors unless allowed in the Bylaws. The President shall serve as an *ex officio* member of all Standing

Committees. The President has the authority to create *ad hoc* working groups as needed to address issues, carry out tasks and make recommendations to the Governing Board for action. The Executive Director shall serve as an *ex officio* member of all relevant Standing Committees.

## **SECTION 1. GOVERNANCE COMMITTEE**

The Governance Committee is responsible for the general affairs of the Governing Board. The Committee is responsible for board development and preparing an annual slate of officers for election by the Governing Board. The Committee also assists staff with the development of board training materials, coordinating orientation sessions for new and returning board members, organizing orientation sessions and developing board self-assessments. The Committee is responsible for reviewing the organization's Bylaws and making recommendations on changes or other amendments for review and action by the Governing Board. The Committee is responsible for ensuring the articles and provisions of the Bylaws are consistent with corporate documents and records of the YSSO, as well as internal operating and administrative policies and guidelines, and state and federal regulations. The President will appoint at least three current Directors to serve on the Committee. A current officer shall chair the Committee.

## **SECTION 2. FINANCE COMMITTEE:**

The Finance Committee shall review the annual budget prepared by the Executive Director and Treasurer of the Governing Board. The Committee helps staff develop appropriate procedures for budget preparation and ensures consistency between the annual budget and organizational planning. The Committee shall advise the Governing Board on matters of financial planning and issues, risk assessment, reports and compliance, information systems and internal controls, and may recommend an audit as needed. The Treasurer shall chair the Committee.

## **SECTION 3. FUND DEVELOPMENT COMMITTEE:**

The Fund Development Committee shall oversee and lead the fund raising efforts of the Governing Board. The Committee creates an annual strategic fund development plan in

cooperation with the Executive Director and Finance Committee. The Committee monitors procedures and ensures compliance with ethical practices with regard to fund raising efforts and activities. A current Director shall chair the Committee.

## **ARTICLE IX. AMENDMENTS**

These Bylaws may be amended or repealed by a majority vote at a legally constituted meeting of the Governing Board, provided at least 10 days previous notice has been given in writing to all Directors of the Governing Board regarding proposed amendments.

## **ARTICLE X. INDEMNIFICATION & INSURANCE**

This Corporation shall defend, indemnify and hold harmless, every registered agent, Director or Officer and his family against liability and against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his having been a Director or Officer of this Corporation, except in relation to matters as to which he/she shall be finally adjudged in such action suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he/she may be entitled.

## **ARTICLE XI. DISSOLUTION**

In case of dissolution and final liquidation of this nonprofit Corporation, all assets thereof, after payment of lawful debts and expenses, shall be assigned and delivered to one or more Corporation(s) operating as a nonprofit Corporation in the field of music and exempt under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future Internal Revenue Service law). The Corporation(s) shall be determined by the current Governing Board.

**ARTICLE XII MISCELLANEOUS**

**SECTION 1. NON-DISCRIMINATION:**

The Youth Symphony of Southern Oregon is committed to equal opportunity for all persons without regard to gender, age, race, color, religion, creed, country of origin, marital status, disability or sexual orientation. It is the policy of the Youth Symphony of Southern Oregon to comply with all federal, state and local laws and regulations regarding equal opportunity. In keeping with that policy, the Youth Symphony of Southern Oregon is committed to maintaining a work environment that is free of unlawful discrimination and harassment.

**SECTION 2. COMPLIANCE:**

These Bylaws are intended to comply with the applicable laws of the State of Oregon. In case of conflict with the provisions of Oregon statutes, the statutory provisions shall apply.

**SECTION 3. WAIVER:**

No restrictions, condition, obligation, or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

06/11/14