

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) Any action required or permitted to be taken by the members at an annual or special meeting may be taken without a meeting by written ballot or electronic ballot, including by electronic transmission, as permitted by Oregon law.

Electronic voting may occur by email, secure online voting platform, or other electronic means approved by the Board of Directors, provided that:

1. Each member entitled to vote is given a reasonable opportunity to vote on the matter submitted;
2. The Corporation is able to reasonably verify that the vote was cast by the member entitled to vote; and
3. The electronic vote or ballot is maintained as part of the Corporation's records.

Votes cast electronically shall be valid for all purposes and shall be counted in the same manner as votes cast at an in-person meeting.

The Board of Directors may adopt policies and procedures governing electronic voting by members.

(D) Each member in good standing shall have one (1) vote and such voting may not be done by proxy.

(E) 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 four 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 Directors to attend and participate in the meetings of the governing board. Further, Directors must notify the President if they are unable to attend a scheduled meeting of the governing board. Directors 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 their terms 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. Directors may participate in board meetings via telephone, video conference, or other electronic means that allow all participants to hear one another at the same time. Votes taken during an electronic meeting shall be conducted verbally, by electronic polling, or by other means designated by the presiding officer and shall be recorded in the meeting minutes. The Board may take action without a meeting only by unanimous written consent of all directors entitled to vote. Such consent may be provided electronically. Electronic votes or consents shall be reasonably verified by the Secretary or designee to confirm the identity of the director casting the vote. Electronic consents and records of electronic votes shall be retained with the official records of the Corporation in accordance with record retention policies.

- (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, directors may participate in any regular or special meeting if they 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 quorum consists of a majority of current Directors in office immediately before a meeting begins. 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.

Unless otherwise prohibited by law, at any meeting of the members, a member entitled to vote may vote by proxy by executing a written proxy appointment form. The proxy appointment form may be executed by the member personally or by the member's attorney-in-fact.

Proxy appointments must be delivered to the Secretary or other officer or agent authorized to tabulate votes before the proxy may be exercised. A proxy appointment is valid for eleven (11) months from the date of execution unless a different period is expressly provided on the face of the proxy.

A proxy appointment is revocable by the member at any time before exercise by:

1. Attending and voting in person at the meeting; or
2. Delivering to the Secretary or authorized agent a writing stating that the proxy is revoked or a subsequent proxy appointment.

A corporation is entitled to accept and count as the action of the member any vote or action by the proxy that is within the authority granted on the appointment form, unless the bylaws or proxy form expressly limit that authority.

Proxies shall be counted for purposes of establishing a quorum and for voting on matters brought before the meeting, unless the articles or these bylaws provide otherwise.

SECTION 9. STUDENT DELEGATE

The Board of Directors may establish a Student Delegate program and appoint one or more Student Delegates to serve in a non-voting, advisory role to the Board.

Student Delegates shall not be considered directors of the Corporation, shall have no voting authority, and shall not be counted in determining quorum or majority requirements for Board action.

Student Delegates may attend meetings of the Board and participate in discussions at the discretion of the Board Chair or presiding officer, except during executive sessions unless invited by the Board.

The Board may adopt policies governing the eligibility, selection, term of service, duties, expectations, and removal of Student Delegates.

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, monitoring investments and funds held in reserve, 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 key staff including the Music Director and Conductor, Executive Director, and other key positions as determined by the governing board.

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 key staff including the Music Director and Conductor, Executive Director, and other key positions as determined by the governing board. The President shall recommend the annual compensation levels for the Music Director and Conductor, Executive Director, and other key positions as determined by the governing board. 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.

- (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 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, investments and funds held in reserve, 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, registered agents, Directors or Officers and their families against liability and against expenses reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of their having been Directors or Officers of this Corporation, except in relation to matters as to which they 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 they 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.

Proposed:	December 17, 1990
	September 5, 2000
Revised:	August 6, 2002
Amended:	July 23, 2005 (Article III, Sections 1 & 3)
Bylaws Committee Meetings:	May-December 2006
Proposed Amendments Drafted:	May, June, December, 2006
Reviewed by Board:	March 2007-January 2008
Proposed Amendments Adopted:	January 8, 2008
Amendments Proposed:	January 8, 2008
Proposed Amendments Adopted:	April 8, 2008
Amendments Discussed:	August 5, 2009
Amendments Proposed:	August 18, 2009
Proposed Amendments Adopted:	September 2, 2009
Governance Committee Meetings:	January 14, 19, March 30, May 6, 2010
Amendments Proposed:	June 1, 2010
Proposed Amendments Adopted:	June 16, 2010
Governance Committee Meetings:	January 23, March 4 & 11, May 20, 2014
Amendments Proposed:	May 23, 2014
Proposed Amendments Adopted:	June 11, 2014
Governance Committee Meetings:	December 13, 2018, February 24, 2019
Amendments Proposed:	April 5, 2019 (provided to directors with meeting materials)
Proposed Amendments Adopted:	April 16, 2019
Governance Committee Meetings:	November 9, 2022, April 11, 2023
Amendments Proposed:	April 14, 2023 (sent to all directors), April 25, 2023 (reviewed/discussed by directors)
Proposed Amendments Revisited:	May 28, 2023 (sent to all directors), June 6, 2023 (reviewed/discussed by directors)
Proposed Amendments Adopted:	June 6, 2023
Proposed Amendments Reviewed	January 11, 2026 (link to file sent to all directors), January 21, 2026 (discussed by directors)
Proposed Amendments Adopted	January 21, 2026