

METROPOLITAN CHAMBER ORCHESTRA

BYLAWS

ARTICLE 1: NAME

The name of this organization shall be the **Metropolitan Chamber Orchestra**.

ARTICLE 2: PURPOSE

The Metropolitan Chamber Orchestra (MCO, or the Orchestra) is organized exclusively for charitable and educational purposes; more specifically to provide orchestral concerts at no charge to audiences, and to provide performance opportunities for musicians in central Ohio. No part of the net earnings of this corporation shall inure to the benefit of any office holder, director, or member. The property of this organization is irrevocably dedicated to charitable purposes and upon dedication, dissolution or abandonment of the organization, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any office holder, director, or member, but will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under 26 US Code § 501 (c) (3) (hereafter, the Internal Revenue Code); and/or any applicable future legislation.

ARTICLE 3: MEMBERSHIP

The membership shall consist of musicians who play in the Orchestra, regardless of whether they pay dues or not. Although payment of dues is encouraged, it is not a requirement for designation as a member of the orchestra. Dues are to be established by the Board of Directors.

ARTICLE 4: MEMBER MEETINGS

The general membership of the orchestra will only meet when the Board of Directors calls a special meeting to address concerns of the organization. Notice of such meeting will be given to the membership in person, e.g. at rehearsals, or by email or other electronic means. Notice shall be provided at least seven (7) days in advance of the meeting.

ARTICLE 5: BOARD OF DIRECTORS

Section 5.1: General. The business, affairs, overall policy and direction of the Orchestra shall be managed by the Board of Directors (the Board). The Board shall have the right to delegate responsibility for any operations to the Officers and/or Members of the Board, any Director, Orchestra Member, and/or Affiliate appointed or hired by the Board. The Board may authorize purchases and payments, including the purchase of General Liability Insurance if necessary. The Board shall continuously review its actions for issues of conflict of interest and to ensure that all of its activities support the stated purpose of the Orchestra. Board Members shall receive no compensation other than reimbursement for expenses directly related to the functions and operations of the Orchestra. The Board may designate special monetary awards and/or stipends as approved by a majority of Board Members.

Section 5.2: Board Membership. The Board shall have at least five (5) and no more than twelve (12) members, all of whom shall be members of the Orchestra. Board members shall be at least eighteen (18) years of age or older. When vacancies on the Board occur, existing Board members shall seek volunteers among the Orchestra members who are willing and able to make contributions to the functions of the Board. Volunteers who will fill such vacancies will be elected to the Board by majority vote of the existing Board members.

Section 5.2.1: Music Director/Conductor. The Conductor is appointed by a three quarter (3/4) majority vote of the Board members, and serves at the pleasure of the Board. The Conductor is not a member of the Board, and may not vote on any motions of the Board, but may attend Board meetings and provide input, guidance and advice to the Board. The Conductor will lead rehearsals, and may appoint assistant/ substitute conductors as needed. The Conductor shall be responsible for creating programs for the orchestra in a timely fashion. They will also seek out a variety of soloists to perform with the orchestra on a regular basis. The per-service fees paid to the Conductor shall be established and reviewed by majority vote of the Board.

Section 5.2.2: Affiliates and contractors. The Board may engage or hire affiliates or contractors to carry out the operations of the Orchestra. Such engagement or hiring of affiliates or contractors shall be approved by majority vote of the Board. Affiliates or contractors cannot be members of the Board, but may attend Board meetings as needed.

Section 5.3: Meetings. The Board shall have at least two (2) regular meetings per year at an agreed upon time and place. Meetings may be held in person or electronically. Regular meetings shall be called by the President of the Board, pursuant to notice requirements of Section 5.6. Emergency or special meetings may be called by any Board member or Officer of the Board when circumstances dictate. Emergency or special meetings shall be announced and held pursuant to the requirements of Section 5.6. The Board may conduct business transactions via electronic means, as needed. The Board may also make and pass motions via electronic means, as needed.

Section 5.4: Terms. Each member of the Board shall serve a three (3) year term, which may be renewed. Terms shall be staggered.

Section 5.5: Quorum. A quorum of at least fifty percent (50%) of the current Board members must be present before business can be transacted or motions made and passed.

Section 5.6: Notice. Board members shall have at least seven (7) days' notice of regular meetings. Such notice may be purveyed in person, or by email or other electronic means. Emergency meetings may be called as required with as little notice as necessary, so long as at least two (2) Officers and two (2) Board members are able to participate.

ARTICLE 6: OFFICERS AND DUTIES

Section 6.1: Officers. There shall be four (4) directors or officers of the Board: a President, Vice President, Secretary and Treasurer, who shall be elected by a majority vote of the current Board members.

Section 6.2: Term of Office. Officers shall serve for one (1) year terms and are eligible for reelection.

Section 6.3: President. The President shall convene the regular meetings, and if available any special or emergency meetings of the Board. He/she shall preside at all meetings. He/she shall appoint and charge any committees that may be necessary for the functioning of the organization. The duties of the President may be delegated to the Vice President in the absence of the President.

Section 6.4: Vice President. The Vice President shall assist the President when requested or necessary, may chair any committees appointed by the President and shall preside over meetings of the Board in the absence of the President.

Section 6.5: Secretary. 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 meeting minutes and the agendas of meetings to each Board member, and assuring that corporate records are maintained.

Section 6.6: Treasurer. The Treasurer shall keep the financial records of the Orchestra, and shall receive dues, donations, and any other income. The Treasurer shall pay the debts of the Orchestra, issue payment for professional services required for operation of the Orchestra, and deal with tax matters required for the operation of the Orchestra. The Treasurer shall make a report to the Board at each regular Board meeting, maintain the budget and make reports available to the Board and/or the public when requested.

Section 6.7: Vacancies. When a vacancy on the Board exists, current Board members may make nominations for new members. The names of the nominee(s) shall be sent to the current Board members by the Secretary at least seven (7) days in advance the next Board meeting. Board members shall elect nominees by majority vote to fill any vacancy. The new member shall fill the term of the person he/she is replacing.

Section 6.8: Absences and resignations. Members of the Board are required to attend all Board meetings. Absences may be excused by consent of the Board. A member of the Board may be removed from the Board for excessive absences. Resignation from the Board must be submitted in writing and be received by the Secretary, either by letter or email.

ARTICLE 7: COMMITTEES

The President may appoint any committee as needed, either as a standing committee or an ad hoc committee. The President may appoint the chair of any committee.

ARTICLE 8: NON-DISCRIMINATION

The members, officers, directors and committee members of the Orchestra shall be elected or appointed without regard to age, gender, race religion, disability, sexual orientation or national origin.

ARTICLE 9: CONFLICT OF INTEREST

No Board member, officer, or committee member may have any direct or indirect financial interest in the business dealings of the orchestra, including, but not limited to, any contract for services, goods, equipment or supplies for the Orchestra.

ARTICLE 10: TERMINATIONS FOR CAUSE

The Board of Directors may terminate the membership of a Board Member, Conductor or Orchestra Member for cause, including but not limited to material violation of the By-laws, or for behavior deemed detrimental to the Orchestra. Such termination by the Board of Directors shall be by a three quarter (3/4) majority vote of the Board of Directors. When an individual is terminated by the Board, they shall comply with the requirements of such action as if they had voluntarily withdrawn from the Orchestra.

ARTICLE 11: AMENDMENTS

The Bylaws may be amended when necessary by a two thirds (2/3) majority vote of the Board members. Proposed amendments must be submitted to the Secretary, and are to be distributed to all Board members at least seven (7) days prior to the next Board meeting.

Adopted: 3/24/2023