

# **BYLAWS OF DEXTER COMMUNITY ORCHESTRA**

## **ARTICLE I – NAME**

NAME. This organization shall be known as Dexter Community Orchestra, also designated herein as DCO, a non-profit organization incorporated in the State of Michigan.

## **ARTICLE II - MISSION**

Section 1: PURPOSE. DCO is a musical group dedicated to cultural enrichment through symphonic music. The purpose for which DCO is organized and operated is exclusively literary and educational as defined in Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 2: OBJECTIVES. The objectives of DCO shall be

- A. to create and maintain a non-profit community orchestra,
- B. to offer qualified instrumentalists from Dexter and surrounding communities an opportunity to perform symphonic music,
- C. to foster music education for both youth and adults, and
- D. to contribute to the enhancement of the performing arts in Dexter and the surrounding communities.

Section 3: ACTIVITIES. In furtherance thereof, DCO will prepare rehearsals, concerts and special events, provide educational opportunities, seek and accept funding, enter into contracts, and conduct any and all activities in which a non-profit, non-stock corporation may legally engage in the State of Michigan in accordance with these Bylaws.

## **ARTICLE III - DEFINITION OF TERMS**

Section 1: "DCO" shall mean Dexter Community Orchestra.

Section 2: "The Board of Directors" shall mean the Board of Directors of DCO.

Section 3: "Membership" shall mean all members of DCO: musicians, the Music Director, and members of the Board of Directors.

Section 4: "The Concert Season" shall refer to the period of DCO rehearsals and concerts, usually in the months of September through June.

## **ARTICLE IV – MEMBERSHIP**

Section 1: MUSICIANS. Any person interested in performing with DCO may request an audition from the Personnel Manager or the Music Director. Granting auditions and accepting applicants are at the discretion of the Music Director.

Section 2: AUDITIONS. The Music Director may form a committee to assist in judging auditions. Auditions are used only for wind/brass/percussion positions as vacancies arise. String sections are not auditioned but may be limited. Final decisions on the acceptance of the musicians will reside with the Music Director.

Section 3: GUESTS. One objective of DCO is to provide an opportunity for Dexter community musicians to experience symphonic music. As part of this educational mission of the orchestra, guest players are welcome at early rehearsals in each concert cycle, subject to the availability of parts and approval of the Music Director.

Section 4: MUSIC DIRECTOR.

- A. The Music Director shall serve on the Board of Directors as a non-voting member, preside at rehearsals and concerts, recommend special rehearsals, and oversee the musical quality of the Orchestra. The Music Director shall not make any decision having a financial impact on the Orchestra without prior approval of the Board of Directors.
- B. The Music Director is appointed by the Board of Directors with the approval of a majority of Orchestra members. Each January, the Board shall negotiate the renewal of the Music Director's contract or vote to begin the search for a new Music Director.
- C. In the event of an actual or anticipated vacancy in the office of Music Director, the DCO President shall appoint a committee to search for a new Music Director. The Search Committee shall review all applications received by the deadline, and select no more than four finalists. Each finalist shall select repertoire and conduct the orchestra in rehearsals and a portion of or all of a performance. After the last finalist's concert the DCO President shall, in compliance with these Bylaws, call a Special Meeting of the Membership (if the Annual Meeting is not timely) to select a new Music Director. Approval by majority vote of the members present at the meeting shall determine which finalist will be appointed by the Board of Directors as the new Music Director.

Section 5: ASSOCIATE DIRECTOR. The Board of Directors, upon the recommendation of the Music Director, shall appoint an Associate Director. If the Music Director becomes unavailable, Associate Director shall temporarily perform the duties of Music Director.

Section 6: FEES AND ASSESSMENTS. As necessary, membership fees and/or assessments may be levied as listed in the Standing Rules.

Section 7: RELEASE FORMS. All members and guest performers shall sign and submit to the Orchestra an audio/video release before participating with the DCO. The Orchestra shall retain release statements in perpetuity.

## **ARTICLE V - BOARD OF DIRECTORS**

Section 1: BOARD OF DIRECTORS. DCO shall be governed by a Board of Directors. The Board of Directors shall be responsible to the Membership for implementation of the stated purposes of DCO and shall provide guidance and direction to the Executive Board. The policies and procedures of the DCO shall be contained in the Operating Manual.

Section 2: MEMBERSHIP.

- A. The Board of Directors shall consist of 10 elected Directors and the Music Director, as a non-voting member.
- B. Directors shall be elected to staggered two-year terms at the Annual Meeting of the membership.
- C. Directors shall serve for terms of two years commencing immediately following the Annual Meeting election.
  - 1) The four members of the Executive Board shall be: President, Vice President, Secretary, and Treasurer. The President and Secretary shall be elected in even-numbered years. The Vice President and Treasurer shall be elected in odd-numbered years. Only prior Board members, who are performing musicians with the DCO, are eligible to stand as candidates for the position of President.
  - 2) Six Members-at-Large shall be elected for a term of two years commencing immediately following their election. Three representatives shall be elected each year.
  - 3) The Music Director, as a non-voting member.

Section 3: No Board member will be removed or have a shortened term as a consequence of Bylaw changes. Changes in Bylaws will be implemented as individual terms of existing Board members expire.

Section 4: Mid-term vacancies on the Board of Directors may be filled by appointment through a vote of the Board of Directors to fill the unexpired term until the next Annual Meeting. If there is a remaining year of this unexpired term, members will vote at the next Annual Meeting to fill this unexpired term for the remaining year.

Section 5: The President and at least six of the Board members must be performing members of the Orchestra.

Section 6: The Board members shall be elected by the Membership with at least two of the Executive Board elected from the performing members of the Orchestra, including the President and one other.

## **ARTICLE VI - EXECUTIVE BOARD**

Section 1: The Executive Board (President, Vice President, Secretary and Treasurer) shall be responsible for carrying out the day-to-day business and operational activities of DCO. The President shall be the Chairman of the Executive Board.

Section 2: PRESIDENT. The DCO President shall chair all meetings of the membership, Board of Directors, and Executive Board as a voting member. The President shall oversee all operating activities and details to ensure successful performances by the Orchestra. The President shall recommend appointees for Librarian, Assistant Librarian, and Personnel Director, to be approved by the Board of Directors, and the President shall appoint standing and ad hoc committees as required or appropriate. The President shall, with the Treasurer, be a Legal Signatory for DCO.

Section 3: VICE PRESIDENT. The DCO Vice President shall act as the primary direct link between the Board of Directors and the membership of the Orchestra and shall maintain, or delegate the maintenance of, the Release Forms database. In the event of the President's absence, the Vice President shall act for and assume the responsibilities of the President. In the event of the President's resignation, the Vice President will assume the role of President. The Vice President shall chair the Nominating Committee.

Section 4: SECRETARY. The DCO Secretary shall record minutes of all meetings and maintain records of the organization, unless otherwise stated in these Bylaws. The Secretary shall give notice of all meetings including the Annual Meeting and meetings of the Board of Directors. The Secretary shall also serve as Chair of the Bylaws Revision Committee. The Secretary shall make the latest revised Bylaws available to the Membership through print or any electronic media commonly and currently used by DCO.

Section 5: TREASURER. The DCO Treasurer shall be a Legal Signatory of the organization, shall collect, disburse and account for all DCO funds and be responsible to the Board of Directors for all financial activities of DCO. This shall include the timely filing of all necessary Federal and State tax returns and financial forms. The Treasurer shall report the status of finances of DCO at each Board of Directors meeting and work with the Budget Committee to prepare an Annual Projected Budget of expenses and disbursements for DCO before the last Board of Directors meeting prior to the Annual Meeting each year.

Section 6: Both the Treasurer and the President shall have joint custody of stock, securities or other investment instruments owned by DCO. Transfer of any of these long term assets

requires Board of Directors approval and signatures by both the Treasurer and the President.

## **ARTICLE VII – FISCAL YEAR**

The Fiscal Year shall be from July 1 to June 30 annually.

## **ARTICLE VIII – MEETINGS**

### Section 1: BOARD OF DIRECTORS MEETINGS.

- A. The Board of Directors shall have regular meetings as necessary, separate from the annual or emergency meetings to discuss and implement goals for DCO, to give guidance to the Operating Officers and Music Director, and to prepare for subsequent meetings. Additionally, the Board of Directors may conduct business by any current means generally acceptable to businesses, including, but not limited to electronic transmissions. Board meetings shall be chaired by the President as the Board Chair and conducted according to *Robert's Rules of Order, Newly Revised*.
- B. A quorum for the Board of Directors is a simple majority of the Board members. Board meetings will be open to members of the Orchestra unless, by majority vote, the Board of Directors has chosen to hold an executive session.

### Section 2: ANNUAL MEETING.

- A. An Annual Meeting shall be held each year in the spring, to hear reports of the Executive Board and various committees and to act upon any general business, including elections of Board of Directors members. The Annual Meeting shall be chaired by the President or duly appointed designee, and shall proceed by *Robert's Rules of Order, Newly Revised*.
- B. A quorum for the Annual Meeting shall consist of twenty five (25) members in attendance at the opening of the meeting.
- C. Only members present at the Annual Meeting will be allowed to vote at the Annual Meeting. There will be no proxy votes or absentee votes accepted.
- D. An announcement/notice of each Annual Meeting shall be presented to the membership at least two weeks prior to the date of the meeting.
- E. The announcement of the Annual Meeting shall include an accompanying statement of purpose and the Nominating Committee's proposed slate of officers/candidates for election to the following year's Board of Directors.
- F. The Board of Directors shall make a reasonable attempt to notify all members through any or all of the following methods: the DCO website and/or any DCO electronic media including but not limited to email; verbal announcements at

rehearsals or concerts; telephone messages; and distribution of written announcements by hand or mail.

### Section 3: EMERGENCY/SPECIAL MEETINGS.

- A. As the need arises, a majority vote of the Board of Directors may call an emergency meeting of the general membership of DCO. Actions specifically *disallowed* at emergency meetings include revision of Bylaws, and votes on any major change(s) which could jeopardize the continued existence of DCO.
- B. The quorum for emergency meetings shall equal that of Annual Meetings.

## **ARTICLE IX - COMMITTEES**

### Section 1: STANDING COMMITTEES.

- A. Additional Standing Committees may be established by the Board of Directors and listed in the Standing Rules of the DCO. The Standing Committees shall perform such duties as provided in these Bylaws, the Standing Rules, and the Operating Manual.
- B. **NOMINATING COMMITTEE.** A Nominating Committee shall be appointed by the DCO President and approved by the Board of Directors at least two months prior to the Annual Meeting election.
  - 1) **MEMBERSHIP.** The DCO Vice President shall chair this committee with at least two other Board members, at least one of whom must be an Orchestra member, appointed by the President and approved by the Board of Directors.
  - 2) **DUTIES.** The duties of this committee shall include the preparation of a list of nominees for DCO vacant offices including Executive Board members and Members at Large according to the two year rotating term schedule. The Committee shall report a slate of candidates for all vacancies to the Board of Directors at least one month prior to the elections to be held at the Annual Meeting.
- C. **BUDGET COMMITTEE.** The Budget Committee shall prepare an Annual Projected Budget and shall review budget procedures annually.
  - 1) **MEMBERSHIP.** The Budget Committee shall be chaired by the DCO Treasurer, and membership may include representatives from the Orchestra.
  - 2) **DUTIES.** The Budget Committee shall prepare an Annual Projected Budget for approval by the Board of Directors at its last meeting prior to the Annual Meeting. The budget should contain budget amounts projected for each major budget program of DCO.

D. BYLAWS REVISION COMMITTEE. A Bylaws Revision Committee shall be appointed by the DCO President at least two months prior to the Annual Meeting to review and rewrite Bylaws as necessary and according to the provisions for revision in these Bylaws.

- 1) MEMBERSHIP. The Bylaws Revision Committee shall be chaired by the DCO Secretary and may have members from the Board of Directors representing the Orchestra and Dexter community.
- 2) DUTIES. The duties of the Bylaws Revision Committee shall include yearly reviews of the Bylaws and written changes to be proposed to the Board of Directors in time for notification of the Membership before the Annual Meeting.

Section 2: AD HOC COMMITTEES. Ad Hoc Committees may be appointed by the President at any time in order to carry out any business of DCO.

## **ARTICLE X - AMENDMENT OF BYLAWS**

Section 1: AMENDMENT VOTE. The Bylaws may be changed or amended by a 2/3 vote of the Membership in attendance at an Annual Meeting of DCO at which there is a quorum.

Section 2: LIMITATION OF POWER TO AMEND. Anything herein to the contrary notwithstanding, no change shall be made in these Bylaws which will affect the exempt status of the organization under Section 501(c)(3) of the Internal Revenue Code.

Section 3: WRITTEN AMENDMENT. Whenever a Bylaw is amended or repealed or a new Bylaw is adapted, such action and the date on which it was taken shall be noted by the Secretary on the original Bylaws in the appropriate place and a new set of Bylaws shall be prepared incorporating such changes.

Section 4: DISSOLUTION. Dissolution of DCO requires a 90% vote at an Annual Meeting with a 50% quorum of current members. In the event of dissolution, all of the real assets of DCO shall be distributed to one or more non-profit corporations which satisfy the intent of section 501(c)(3) of the United States Internal Revenue Code and are engaged in similar musical activities. No member or Officer of DCO shall realize any financial gain as a result of this dissolution.

Section 5: INDEMNIFICATION AND REIMBURSEMENT. DCO shall be bound by and comply with the provisions of Michigan Statutes pertaining to the indemnification of corporate Members, Directors, Officers and Agents.

Section 6: STATUTORY REFERENCES. Any reference herein to a section of the Internal Revenue Code or the Michigan General Statutes shall mean such section as it is constituted at the time of the adoption of these Bylaws and as it may hereafter be amended, added to or otherwise changed, and it shall also include any other provision of similar purpose which may hereafter become applicable to the organization.

Section 7: CONFLICT OF INTEREST. Board of Directors members shall abstain from any decisions involving family members or any matters involving a direct or indirect material interest.

Section 8: NON-DISCRIMINATION. DCO does not discriminate against individuals on the basis of race, color, sex, sexual orientation, gender identity, religion, disability, age, veteran status, ancestry, or national or ethnic origin.

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