

Bylaws of the Atlantic Classical Orchestra, Inc.

2/9/2010

Draft

Article I: NAME

Section 1: The name of the organization shall be The Atlantic Classical Orchestra, Inc. Hereinafter, it may be referred to in these Bylaws or in publications and advertisements as the ACO or the Corporation.

Section 2: The Atlantic Classical Orchestra is a domestic not-for-profit corporation organized under Chapter 617 of the Florida Statutes.

Section 3: The Corporation shall have and exercise all rights and powers conferred upon the Corporation under the laws of the State of Florida, provided, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purpose as set forth in Article II of these Bylaws.

Section 4: The Corporation may, at its pleasure, change its name by a 2/3 vote of the Board of Directors.

Section 5: The Corporation shall have a seal in the following form:

Article II: PURPOSE

Section 1: The mission of the Atlantic Classical Orchestra is:

- A. To present performances of the highest possible artistic level,
- B. To broaden the outreach of the orchestra as a primary cultural resource serving the Treasure Coast and in other venues that would enhance the prestige of the Orchestra, and
- C. To encourage and cultivate the appreciation of classical symphonic music by offering enriching, educational, and accessible musical experiences for Treasure Coast residents.

Article III: MEMBERSHIP

Section 1: Only members of the Board of Directors shall be entitled to one vote on each matter submitted to a vote of the members.

Section 2: The President may appoint additional *ex officio* members of the Board who will not have a vote on any matter submitted to the Board for its consideration. These *ex officio* members are those whose work in support of the Board contributes fundamentally

to its successful operation. The Executive Director, the Artistic Director of the ACO, the immediate past Chairman and the immediate past President shall be *ex officio* non-voting members of the Board.

Section 3: Membership and the rights appurtenant thereto shall terminate on the death, resignation, or removal of a member.

Article IV: MEETINGS

Section 1: The President shall present a calendar of meetings of the Board and the Executive Committee for the ensuing fiscal year at the end of the current fiscal year.

Section 2: The Annual Meeting shall be held yearly in the spring but not less than 30 days prior to the beginning of the fiscal year. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place of the meeting.

Section 3: Special meetings of the Board may be called by the President or by the vote of the Executive Committee.

Section 4: Notice. Notice of each meeting shall be given to each voting member of the Board by mail or electronic means not less than two weeks prior to the meeting.

Article V: BOARD OF DIRECTORS

Section 1: The Board of Directors of the Atlantic Classical Orchestra is responsible for the overall policy of the Corporation and shall have control of the affairs and business of the Corporation.

Section 2: The President with the Chair may establish, with the consent and approval of the Board, such standing, select, or ad hoc committees, including an Executive Committee, required to carry out the purposes of the Board. The Executive Committee may exercise the authority of the Board.

Section 3: The Board shall have up to sixty members with an attempt to balance the representation among the geographical distribution of subscribers in the Treasurer Coast. Subject to that limit, the Board of Directors shall set, from time to time, by majority vote, the number of members. No member of the Board of Directors shall receive compensation for service, but each may be entitled to payment of or reimbursement for reasonable expenses incurred while serving with the Corporation.

Section 4: The Board shall meet at least twice each fiscal year. One of these meetings shall be the Annual Meeting as set forth in Article IV, Section 2. Other meetings may be held at a time and place agreed upon by the Board.

Section 5: Election of new Board members or reelection of current Board members to additional terms shall occur as the first item of business at the Annual Meeting. Members of the Board will be elected by a majority vote of the current members of the Board.

Section 6: All Board members shall be elected to a single 3-year term and may be nominated by the Nominating Committee for additional terms.

Section 7: A quorum of at least 5 and not less than 25% of the members of the Board must be present before business can be transacted or motions brought before the Board.

Section 8: An official Board meeting requires that each Board member have written or electronic notice no less than two weeks in advance of a scheduled meeting.

Section 9:

A. Members who wish to resign from the Board of Directors shall do so in writing, submitting the notice to the Secretary of the Board.

B. Members may be removed from the Board if they have three unexcused absences from Board meetings in a given fiscal year.

C. Members may be removed by the Board for cause if the motion is approved by a $\frac{3}{4}$ vote of the remaining Directors.

D. The President, with the approval of the Board, may appoint replacements to fill unexpired terms of Board Members.

Section 10: Special meetings of the Board may be called upon the request of the Chair, the President, or by a petition signed by $\frac{1}{3}$ of the members of the Board. Two weeks' written or electronic advance notice sent by the Secretary of the Board is required.

Article VI: OFFICERS

Section 1: There shall be 6 officers of the Corporation: A Chair, a President, two Vice Presidents, a Secretary and a Treasurer. The duties of the officers shall be as follows:

A. The Chair shall act as the primary public spokesperson and representative of the ACO. The Chair shall be responsible for the formulation of general orchestral and fiscal policy. The Chair shall direct and guide all major fundraising efforts of the ACO and jointly appoint with the President a Development Committee and any additional committees that are necessary to carry out this responsibility. The Chair shall report to the Board at least annually.

B. The President shall direct the governance and operation of the Board and of the ACO. The President shall convene regularly scheduled and special meetings of the Board and shall preside or arrange for another member of the Executive Committee to preside at each meeting. The President, in a report at each meeting of the Board, shall discuss any significant operation and/or financial matters affecting the ACO. The President shall present an annual report during the ACO Annual Meeting.

C. The Vice-Presidents shall report on the activities of any community, volunteer support Corporations, or of any other appropriate special Board committees in their respective geographical Communities. They shall perform such other duties as assigned by the President.

D. The Secretary shall be responsible for keeping records of Board and Executive Committee actions by taking minutes at all meetings, sending out meeting announcements, distributing minutes and agendas to all Board members, and assuring that corporate records are maintained.

E. The Treasurer shall have the care, custody, and responsibility of all monies and securities belonging to the Corporation. The Treasurer may be one of the officers who signs checks or drafts of the Corporation. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued on it. The Treasurer is a member of the Finance Committee, assists in the preparation of the budget and makes financial information available to members of the public. The Treasurer oversees the filing of the annual financial reports and taxes as required by the State and Federal Governments. The Treasurer shall give a report at each meeting of the Board.

Article VII: COMMITTEES

Section 1: The Chair and the President shall jointly appoint committees, name their chairs, and determine the membership of the committees. Community members with specific expertise who are not members of the Board may be appointed to Board committees as needed. All committees may meet electronically at the pleasure of the Chair of the committee.

Section 2: EXECUTIVE COMMITTEE

A. Internal management and conduct of the business of the Corporation shall be vested in an Executive Committee consisting of the Chair, the President, two Vice-Presidents, Secretary, and Treasurer. The Executive Director, the Artistic Director, the immediate past Chair and the immediate past President shall serve as *ex officio* non-voting members of the Executive Committee.

B. Minutes of all meetings of the Executive Committee shall be kept. The Executive Committee is authorized to make all contracts and authorize all transactions in the ordinary course of business of the Corporation, and to do all things necessary or

incident thereto.

C. The Executive Committee may act by unanimous written agreement of its members or by a majority vote of its members at any regular or specially called meeting for which all members have had reasonable notice. Unanimous written agreement of Executive Committee members is required when special circumstances have arisen which required such prompt action by an officer that no special meeting of the Executive Committee could be arranged but ratification of the action is prudent.

D. The Executive Committee shall, at each meeting of the Board of Directors, and from time to time when requested to do so by the Board, make a full report of all business transacted by the Committee.

E. The President, with advice and counsel of the Executive Committee, will set the job description and priorities of the Executive Director. The Executive Director shall also support the Chair in developmental activities.

F. There shall be 2 signatures required on any checks issued by the Corporation. The Executive Committee shall designate authorized check signors.

G. Approval of the Executive Committee is required to engage outside professional assistance.

H. Except for the power to amend the Articles of Incorporation and the Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between Board meetings.

Section 3: FINANCE COMMITTEE

A. The Finance Committee is responsible for developing and reviewing fiscal procedures and developing the annual budget with the assistance of staff and other Board members.

B. The Finance Committee is composed of 3 Board members, one of whom is the Treasurer, and up to 3 community financial experts. The Chair of the Finance Committee shall be a Board member.

C. The Board of Directors must approve the budget. Any major changes in the budget must be approved by the Board or by the Executive Committee. The fiscal year shall be July 1 through June 30.

D. Annual reports are required to be submitted to the Board showing income, expenditures and financial position.

Section 4: NOMINATING COMMITTEE

A. The Nominating Committee shall present formal slates of nominees for officers of the Board and for members of the Board prior to the Annual Meeting. . The President shall appoint a Nominating Committee each year to address the replacement needs of the Board of Directors.

B. With the Executive Director, the committee shall prepare orientation materials or orientation sessions for new Board members, prepare self- evaluation materials, and organize trainings sessions, as appropriate, for member of the Board.

C. With the Executive Director shall prepare supporting Information about potential nominees for review by Members of the Board.

D. A member of the Board shall serve as Chair of the Committee. The Executive Director is, *ex officio*, a non-voting member of the Nominating Committee.

Section 5: DEVELOPMENT COMMITTEE

A. A Development Committee shall be appointed jointly by the Chair and the President and shall work under the direction and guidance of the Chair.

B. The Development Committee with the Executive Director shall develop and guide implementation of a comprehensive fundraising plan in support of the ACO.

C. Members of the committee shall actively participate in and lead fundraising activities.

D. The committee shall monitor fundraising activities, evaluate board members contributions to this effort and report at each meeting of the Board.

Article VIII: AMENDMENTS

Section 1: Bylaws may be amended, when necessary, by a 2/3 majority of the members of the Board of Directors present and voting.

Section 2: Proposed amendments must be submitted to the Secretary in writing or by electronic communication in timely fashion to be sent via regular mail or electronic means to Board members with other meeting materials.

Article IX: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Board of Directors in all cases to which they are applicable and in which they are not Inconsistent with these Bylaws and any special rules of order the Board of Directors may adopt.