

REDLANDS COMMUNITY ORCHESTRA BYLAWS
Initially adopted: 2 APRIL 2014; Last updated: 2 APRIL 2014

ARTICLE I - NAME

1.01 Name

The name of this organization shall be the Redlands Community Orchestra, also designated herein as RCO, a non-profit organization incorporated in the State of California.

ARTICLE II – DEFINITION OF TERMS

2.01 Definitions

- a. "RCO" shall mean the Redlands Community Orchestra.
- b. "The Board" shall mean the Board of Directors of the RCO.
- c. "Membership" shall mean all voting members of the RCO.
- d. "The Concert Season" shall refer to the period of RCO rehearsals and concerts, usually in the months of September through May.
- e. "The Concert Cycle" shall refer to the time period encompassing one main season concert and the preceding rehearsals for that concert, generally a period of approximately two months.
- f. "The Music Director" shall refer to the individual in charge of artistic programming and conducting rehearsals and concerts.

ARTICLE III - MISSION

3.01 Purpose and Objectives

The RCO is a community orchestra which seeks to share the joy of music-making with its members and its audience.

The purpose and objectives of the RCO shall be:

- (i) To create and maintain a non-profit community orchestra
- (ii) To offer qualified amateur-level instrumentalists from Redlands and surrounding communities an opportunity to practice and perform orchestral music together
- (iii) To contribute to the enhancement of the performing arts in Redlands and the surrounding communities
- (iv) To foster music education for community members of all ages

3.02 Activities

In furtherance thereof, the RCO 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 California in accordance with these bylaws.

The corporation may lease, and, by gift, devise, or purchase, own and operate real estate for the corporate purposes. The corporation may also solicit donations and accept money or personal property in aid of its purposes and to maintain the same.

3.03 Nonprofit Status and Exempt Activities Limitation

The RCO will be a California non-profit public organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code. The purpose for which RCO is organized and operated is exclusively literary, educational, and charitable 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.

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

The corporation shall not participate in the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon termination or dissolution of the RCO, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. No member or officer shall realize any financial gain as a result of this dissolution.

ARTICLE IV – MEMBERSHIP

4.01 Members

The members of the RCO shall be all musicians playing with the orchestra during the current concert season. These members will be eligible to vote in RCO elections. All musicians will be volunteers and will not be paid for playing in the RCO. Membership dues, if any, shall be determined by the Board.

4.02 Music Director

The RCO's musical activities will be led by a Music Director appointed by the Board. The Music Director will not be eligible to vote in RCO elections. The Music Director may be a volunteer or may be compensated as determined by the Board.

4.03 Guest Artists

The RCO may host guest artists, such as guest conductors, soloists, or instructors, but these guest artists shall not be voting members of the group. Guest artists may be volunteers or may be compensated as determined by the Board.

ARTICLE V – BOARD OF DIRECTORS

5.01 Board of Directors

The RCO shall be governed and managed by a Board of Directors, who will carry out the day-to-day business and operational activities of the RCO. The Board shall be responsible to the Membership for implementation of the stated purposes of RCO. All corporate powers shall be exercised by or under the authority of the Board, and the affairs of the RCO shall be managed under the direction of the Board, except as otherwise provided by law.

5.02 Membership and Terms

The Board shall consist of seven Directors elected annually by the orchestra Membership for one-year terms. Elections shall be held near the end of the concert season, and the newly-elected Board's term shall begin immediately following the last concert of the season, generally in May or June.

Any orchestra member or member of the public may serve on the Board, but at least half of the Board members serving at a given time must be orchestra members. The Music Director may not serve on the Board while simultaneously serving as Music Director. The Music Director shall not have a vote in Board decisions.

Board members may resign at any time, and they may be removed by a two-thirds majority vote of the remaining Board members for failure to participate or adequately perform the duties of their offices or for engaging in activities harmful to the purposes of the organization. Mid-term vacancies on the Board may be filled by appointment through a vote of the Board to fill the unexpired term until the annual Board election.

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.

5.03 Compensation

Board members will not be compensated for serving on the Board, though they are not restricted from being remunerated for professional services provided to the RCO, subject to the RCO's Conflict of Interest policy.

5.04 Board of Directors Meetings

The Board shall have meetings as necessary to discuss and implement organizational tasks for the RCO and to make decisions pertaining to the group. Board meetings shall be chaired by the President. A

quorum for the Board is a simple majority of the elected Board members. Board decisions shall be made by consensus where possible, but if no consensus can be reached, decisions will be made by a vote of the majority. Board meetings will be open to members of the orchestra and the public unless the Board has chosen to hold an executive session. At least 24 hours' notice and a meeting agenda must be given to the Board and orchestra membership prior to any Board meeting at which official decisions will be made.

ARTICLE VI – MEETINGS

6.01 Meetings

Meetings of the orchestra Membership to elect Board members, amend bylaws, take votes, or conduct other RCO organizational business may be scheduled at any time. Notice of the meeting must be given to the orchestra Membership at least one week prior to the scheduled meeting time. Meetings will be chaired by the President. A quorum for the meeting shall be 25% of the members. Members wishing to vote or provide input in group discussions may do so in absentia if they are unable to attend the meeting in person.

ARTICLE VII – Duties of the Officers

7.01 Officers

The Board shall consist of the following officers: President, Vice-President, Secretary, Treasurer, Personnel Manager, Librarian, and Publicity Director.

Duties of the elected Board members are as follows:

- a. President – The RCO President shall chair all meetings of the Board as a voting member. The President shall oversee all operating activities and details to ensure successful performances by the orchestra in accordance with the orchestra's mission. The President shall appoint committees and delegate tasks as required. The President shall be the primary communicator with the orchestra members about organizational matters. The President shall, with the Treasurer and Vice-President, be a Legal Signatory for the RCO.
- b. Vice-President – The RCO Vice-President shall serve as an advisor to the President, head committees as needed, and temporarily assume the President's duties when the President is unavailable. In the event of the President's resignation or removal, the Vice-President will assume the role of President until the next Board election. The Vice-President shall, with the President and Treasurer, be a Legal Signatory for the RCO.
- c. Secretary – The RCO Secretary shall write, share, and archive Board meeting minutes and shall maintain a record of group activities, such as concerts performed and repertoire played.
- d. Treasurer – The RCO Treasurer shall be responsible for the financial activities of the RCO, including managing bank accounts, preparing budgets, tracking income and expenditures, and distributing Board-approved reimbursements for orchestra-related expenses. The Treasurer shall file all necessary Federal and State tax returns and financial forms in a timely manner. The Treasurer shall, with the President and Vice-President, be a Legal Signatory for the RCO. The Treasurer shall have custody of and shall have the power to endorse for Board-approved

transfer on behalf of the Corporation, stock, securities, property, or other investment instruments owned by the Corporation.

- e. Personnel Manager – The RCO Personnel Manager will ensure that the orchestra’s personnel needs are met, maintain the orchestra roster and seating chart, take attendance at rehearsals, and communicate with existing and potential musicians regarding their membership.
- f. Librarian – The RCO Librarian will acquire, prepare, distribute, and collect the musical score and parts for RCO concerts and will maintain the orchestra’s music library.
- g. Publicity Director – The RCO Publicity Director will be in charge of publicizing RCO concerts and other events and will be the RCO’s point of contact for members of the public, the audience, and the media.

ARTICLE VIII - COMMITTEES

8.01 Ad-hoc committees

Ad-hoc committees may be appointed by the President, with the approval of the Board, at any time, to carry out any legitimate business of the RCO. These Committees may be dissolved at the discretion of the President, with the approval of the Board. Committees shall not make any decision having a financial impact on the RCO without prior approval of the Board.

ARTICLE IX – AMENDMENT OF BYLAWS

9.01 Amendment vote

The Bylaws may be changed or amended by a two-thirds majority of the voting orchestra membership at any time.

9.02 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.

ARTICLE X – MISCELLANEOUS

10.01 Conflict of Interest

Board members shall abstain from any decisions involving family members or direct or indirect material interest. They must disclose any potential conflicts of interest to the Board when decisions are being discussed, and the other Board members shall decide whether the member with the potential conflict should be excluded from voting on the issue being discussed.

10.02 Non-discrimination

The RCO 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.