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# **Southwest Washington Symphony Bylaws**

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# Southwest Washington Symphony Bylaws

## ARTICLE I

### NAME OF ORGANIZATION AND OFFICE LOCATION(S)

#### **Section I.1 – Name**

The name of this organization is Southwest Washington Symphony.

#### **Section I.2 – Acronym(s) and Web Domain Name(s)**

The organization shall use the acronym names of SWS, SWWS, SWWAS and SWWA Symphony for the purposes of abbreviation, web domain, and email addresses.

#### **Section I.3 – Office Location(s)**

The principal office of the Corporation shall be located in Longview, Washington. The Corporation may have such other office(s), either within or without the State of Washington, as the Board of Directors may determine and/or as the affairs of the Corporation may require from time to time.

## ARTICLE II

### MISSION STATEMENT, PURPOSE, AND GOALS

#### **Section II.1 – Mission Statement**

Acting as advocates and guardians of a rich cultural heritage, we seek to ensure that all musical forms of a classic nature, with emphasis on the symphonic repertoire, and representative of all cultures and eras are preserved, passed on, and made accessible to all generations through:

education,  
mentoring,  
and

performances reflecting the highest quality of history's greatest music.

#### **Section II.2 – Purpose**

Southwest Washington Symphony seeks to:

- 1) enhance cultural life by exploring the many and varied genre of classic music, thereby uniting the generations of our community through an appreciation of the role that music, and education in the arts plays in enriching our daily lives.
- 2) educate symphony members and the community to increase their knowledge, awareness and appreciation for the musical and performing arts and how this leads to improved learning and skills in other areas of daily living.

- 3) create educational, mentoring and performance opportunities for amateur and professional musicians of all ages and skill levels to interact, study, learn, and play together in both formal and informal settings.
- 4) encourage young artists/musicians in their musical studies.
- 5) encourage music appreciation by early childhood through adult musical education.

### **Section II.3 – Goals**

- 1) Cooperate with educators in both the public and private sectors in the development of educational opportunities featuring a variety of musical programs appropriate to all ages from early childhood through adults in the community.
- 2) Provide opportunities for young musicians/artists to perform in solo and ensemble capacities and to be mentored by more accomplished musicians.
- 3) Provide study opportunities and scholarships for young, promising musicians/artists.
- 4) Maintain and attract talent of the highest caliber.
- 5) Maximize audience size with outreach activities.
- 6) Set standards for professionalism in musicianship, expectations for performance conduct for musicians and audience etiquette.
- 7) Provide a community resource for persons and events desiring/needing music and musicians on an individual or group basis.

## **ARTICLE III**

### **TAX STATUS & ASSOCIATION FISCAL YEAR**

#### **Section III.1 – Tax Status**

The Southwest Washington Symphony is an exempt organization under Section 501(c)3 of the Internal Revenue Code of 1986, as amended, or a successor statute.

#### **Section III.2 – Association Fiscal Year**

The Association's fiscal year for the Southwest Washington Symphony shall run from July 1 through June 30.

#### **Section III.3 – Association Annual Meeting**

##### **A. Annual Meetings**

The Southwest Washington Symphony annual business meeting shall be held in September, as determined by the Board of Directors.

B. Quorum

A quorum of fifty percent (50%) of the current number of existing voting members on the Board of Directors shall be required to conduct any business proceedings of the Board.

C. Voting shall be by ballot.

**ARTICLE IV**

**MEMBERSHIP**

This Corporation shall not have members within the meaning of the Act, and any further reference to the term “members” shall be considered to refer to the members of the Board of Directors.

**ARTICLE V**

**BOARD OF DIRECTORS**

**Section V.1 – Power, Purpose, Function, and Duties**

- A. The Board of Directors shall be the governing body of the Association and shall establish association policy for conducting the business and management functions of the Association.
- B. The Board oversees committee activities and reviews committee and officer reports.
- C. The Board authorizes the official acts of the elected officials and committees.
- D. The Board approves the slate of candidates for the ballot.
- E. The Board authorizes the official acts of all administrative personnel.
- F. The Board of Directors shall ensure financial stability of the Association

**Section V.2 – Composition**

The Board of Directors shall consist of no less than 9 and no more than 24 directors, including the immediate Past-Chair and the five officers; Chair, Vice Chair, Secretary, Treasurer, and Financial Secretary.

**Section V. 3 – Terms**

- A. The directors shall serve a term of three (3) years or until a successor has assumed office.
- B. Directors shall be elected by the current board of directors at the annual meeting on a rotating basis with one third (1/3) of the directors elected each year.
- C. The immediate Past-Chair shall serve as a director for one year upon completion of the term of office of Chair.

#### **Section V.4 – Qualifications**

- A. A candidate shall be at least eighteen (18) years of age.
- B. A candidate shall be available to attend meetings on a regular basis and serve in an active capacity. When unable to attend, notification shall be sent to the Board Chair and/or Secretary with the explanation that a proxy ballot will be designated.
- C. If any Board member has three (3) or more unexcused absences in a twelve (12) month period, the Board of Directors may take action to remove that member.

#### **Section V.5 – Vacancies**

- A. Replacement candidates will be elected by the Board of Directors to fulfill the remaining term.
- B. If more than nine (9) existing board members are currently serving, a vacancy may or may not be filled.
- C. In the case of a vacancy that needs to be filled, the Nominating Committee shall be instructed by the Board of Directors to present willing candidates for consideration.

#### **Section V.6 – Monthly Meetings, Special (Emergency) Meetings, Meeting Call Notice, and Meeting Agenda**

##### **Section V.6A – Meetings**

Dates, notices, and agenda shall be according to policy set by the Board of Directors.

##### **Section V. 6B – Monthly Meetings**

The Board shall meet monthly on a regularly scheduled date as determined by the Board. Frequency of monthly Board meetings shall be not more than forty-five (45) calendar days after the previous regularly scheduled monthly Board meeting.

##### **Section V. 6C – Special (Emergency) Meetings**

Special or emergency meetings of the Board may be called by the Chairman of the Board or three (3) Directors of the Board with the written meeting agenda to be made available to all members of the Board along with the official notice of the special or emergency meeting as soon as is physically feasible prior to the meeting date.

##### **Section V. 6D – Regular Monthly Meeting Call Notice and Meeting Agenda**

Official Notice of call for a regularly scheduled monthly meeting of the Board shall be no less than seven (7) calendar days prior to the meeting date. The written meeting agenda for any regularly scheduled monthly Board meeting shall be made available to all Board members along with the official notice of the Board meeting.

#### **Section V.7 – Procedural Rules for Conducting Business**

The parliamentary writings of General Henry M. Roberts, *Roberts Rules of Order*, most recently revised, govern the association in all cases not covered by these bylaws or the Articles of Incorporation.

## **Section V.8 – Quorum, Proxies, and Voting**

### **Section V.8.A – Quorum**

A quorum of fifty percent (50%) of the current number of existing voting members on the Board of Directors shall be required to conduct any business proceedings of the Board.

### **Section V.8.B – Proxies**

A board member may vote by proxy, if the board member is unable to vote in person. The proxy ballot shall be signed and designated to a current board member.

### **Section V.8.C – Voting**

Passage of a vote shall require an affirmative vote of a simple majority of the Board members present at the Board meeting or voting by proxy.

## **Section V.9 – Board Member Commitments**

Board members are expected to attend the Board meetings. If unable to attend, the Secretary should be notified for an excused absence. A proxy ballot shall be signed and submitted, if indicated.

## **Section V.10 – Removal**

Any Director, regardless of the manner of election or appointment, may be removed by the Board of Directors upon two-thirds (2/3) affirmative vote of the entire Board of Directors then in office whenever, in its judgment, the best interests of the Association would be served thereby. The Director to be removed shall be given notice of said meeting at which a decision for removal is to be made, and shall be given an opportunity to be heard prior to the final decision. Voting for removal shall be by written ballot.

## **Section V.11 – Action by Writing**

Action may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one (1) or more consents describing the action taken, in writing, signed by each director, or delivered to the association by electronic transmission, to the address specified by the association for the purpose or, if no address has been specified, to the principal office of the association, addressed to the secretary or other officer or agent having custody of the records of proceedings of directors, and included in the minutes or filed with the association records reflecting the action taken.

## **Section V.12 – Presence through Communications Equipment**

The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting. Note: This is a Board of Directors meeting and official minutes are required to be taken.

## **Section V.13 – Ex-Officio Board Members**

Ex-Officio Board members may not vote.

## **Section V.14 – Establishment of Committees**

The Board shall establish and abolish committees as deemed necessary.



## ARTICLE VI

### EXECUTIVE COMMITTEE (OFFICERS OF THE BOARD)

#### OFFICERS

##### **Section VI.1 – Composition**

The officers shall be: a Chair, a Vice Chair, a Treasurer, a Secretary and a Financial Secretary. These officers shall perform the duties prescribed by these bylaws; perform those duties as usually pertain to their respective offices; and perform those duties prescribed by the Board of Directors. Each officer shall serve as a member of the Executive Committee.

No officer of the Board shall also serve as CEO and/or General Manager.

##### **Section VI.2 – Duties**

###### A. Chair

1. Shall be directly responsible to the Board of Directors for the administration of the Association.
2. Shall preside at all Board meetings of the Association.
3. Shall preside at all business meetings of the Association.
4. Shall be responsible for appointing a person to take minutes in the absence of the secretary.

###### B. Vice Chair

1. Shall assist the Chair.
2. Shall perform such duties as may be assigned by the Board of Directors.
3. Shall fulfill the duties of Chair in the absence of the Chair.
4. Shall fill the office of Chair should that office become vacant.

###### C. Treasurer

1. Shall oversee and be responsible for the management of the financial affairs of the Association.
2. Shall be responsible for payment of all expenses as authorized by the Board.
3. Shall oversee the preparation of periodic financial reports for the Board.
4. Shall review financial affairs of the Association.
5. Shall be responsible for all required government financial filings.
6. Shall oversee the preparation of the annual budget and present it to the Board of Directors.
7. Shall be a member or consultant to any committee having to do with the Association's monies.

###### D. Secretary

1. Shall be responsible for the accurate recording and transcribing of the minutes of all meetings of the Board of Directors, the Executive Committee and the Annual meeting. Minutes of each meeting shall be submitted to the Board within ten (10) calendar days following the meeting covered by said minutes.
2. Shall send out the meeting announcements with agenda and committee reports.
3. Shall send out official correspondence as directed by the Board of Directors and/or the Executive Committee.
4. Shall maintain a current board roster.

5. Shall prepare ballots as needed.
  6. All records shall be maintained at the principle office of the Association.
- E. Financial Secretary
1. Shall be responsible for all receipts and all incoming funds.
  2. Shall deposit funds into the Association bank accounts.
  3. Shall report all income and sources of income to the Treasurer immediately upon deposit.
  4. Shall prepare and send out all invoices for accounts receivable.
  5. Shall be responsible for issuing tickets, which have been purchased.
  6. Shall prepare a report on receipts for each Board meeting.

### **Section VI.3 – Terms of office**

- A. All officers (Chair, Vice Chair, Treasurer, Secretary, Financial Secretary) shall serve for a term of one (1) year.
- B. The Immediate Past Chair shall serve a term of one (1) year.
- C. All terms of office shall begin at the first Board of Directors meeting following the annual meeting of the Association.

### **Section VI.4 – Qualifications**

Every officer (candidate) shall be a member of the Board of Directors.

### **Section VI.5 – Vacancies**

- A. If any office with the exception of Chair becomes vacant, it may:
  1. Remain vacant until the next election.
  2. Be filled by appointment by the Board of Directors for the unexpired term.
- B. If the office of Chair becomes vacant, it shall be filled by a special election by the Board of Directors.

### **Section VI.9 – Removal**

Any Officer, regardless of the manner of election or appointment, may be removed by the Board of Directors upon two-thirds (2/3) affirmative vote of the entire Board of Directors then in office whenever, in its judgment, the best interests of the Association would be served thereby. The Officer, to be removed, shall be given notice of said meeting, at which a decision for removal is to be made, and shall be given an opportunity to be heard prior to the final decision. Voting for removal shall be by written ballot.

## ARTICLE VII

### COMMITTEES OF THE BOARD

#### **Section VII. 1 – Establishment of Standing and Special Committees**

Standing and Special committees are appointed by the Board. The composition, terms, and duties of these committees shall be determined by the Board of Directors. Appointments of members to committees shall be made on a year-by-year basis by the Board. Each committee shall elect a chairperson on a year-by-year basis to be approved by the Board. Committee chairpersons may or may not be Board members as established in the Policy and Procedures Manual and/or these Bylaws. All Committees are responsible to the Board. The Board shall have sole authority to establish and/or abolish any Standing or Special Committee.

#### **Section VII. 2 – Qualifications of Committee Members**

Committee members may be members of the board or the community.

#### **Section VII.3 – Committee Member Commitments**

Committee members shall be available to fulfill the duties assigned to the committee by the Board of Directors in accordance with the Policy and Procedures Manual.

#### **Section VII.4 – Vacancies and Committee Member Appointment Procedures**

Vacancy positions on committees shall be filled by Board appointment according to the Policy and Procedures Manual.

#### **Section VII.5 – Removal of Committee Members**

The Board shall have sole authority to remove any committee member. Committee members or any Board member may petition the Board to remove a member from a committee. The Board of Directors may remove any committee member with or without cause upon two-thirds (2/3) affirmative vote of the entire Board of Directors then in office whenever, in its judgment, the best interests of the Association would be served thereby. The committee member to be removed shall be given notice of said special closed meeting, at which a decision for removal is to be made, and shall be given an opportunity to be heard prior to the final decision. Voting for removal shall be by written ballot.

#### **Section VII.6 – Ex-Officio Committee Members**

The Board may appoint Ex-Officio Members to committees to assist with special tasks or to provide expertise.

#### **Section VII.7 – Committee Procedural Rules for Conducting Business**

The parliamentary writings of General Henry M. Roberts, *Roberts Rules of Order*, most recently revised, govern the association in all cases not covered by these bylaws or the Articles of Incorporation.

### **Section VII. 8 – Committee Reporting to Board**

All Committees report to the Board in writing, as established in the Policy & Procedures Manual and in these Bylaws. Actions by Committees shall require Board approval. All proposals to the Board for action involving fiscal consideration shall be submitted in writing along with a proposed written budget to the Budget and Finance Committee for review prior to submission to the Executive Committee. Proposals not involving fiscal consideration shall be submitted in writing to the Executive Committee. All Proposals shall be submitted to the Executive Committee for inclusion in the agenda of the next Board of Directors meeting for consideration of the proposal by the Board. All Committees shall keep written minutes of all committee meetings and submit those minutes to the Secretary of the Board.

### **Section VII. 9 – Standing Committees**

Standing Committees shall be considered as permanent committees with ongoing duties. The Board may abolish a standing committee if the Board determines that the duties of a committee are redundant or better fulfilled by other means in the business operation of the Association. Standing Committees shall have at least one member of the Board serving on each committee unless specifically stated otherwise for that Standing Committee in these Bylaws. The following Standing Committees are hereby established by the Board of Directors through adoption of these Bylaws:

- Executive Committee
- Budget, Finance & Endowment Committee
- Fund Raising Committee
- Publicity & Marketing Committee
- Education & Outreach Committee
- Program Committee
- Audition Committee
- Asset Management Committee
- Facilities Committee
- Nominating Committee
- Policy & Bylaws Committee

### **Section VII. 10 – Special Committees**

Special Committees shall be temporary committees appointed by the Board to fulfill a limited single purpose. Special Committees may or may not have members of the Board on the committee.

### **Section VII. 11 – Executive Committee**

#### **Section VII.11.A – Composition and Term**

The Executive Committee shall consist of the five (5) members of the Board of Directors elected by the Board as the officers of the Board: the Chair, the Vice Chair, the Treasurer, the Secretary, and the Financial Secretary. These officers shall be elected to a one year term at the first Board meeting of the year by and from the current Board of Directors. The Board Chair shall preside over this committee.

### **Section VII.11.B – Powers, Purpose, Function, and Duties**

The Executive Committee is responsible to the Board of Directors and reports to the Board. The purpose of the Executive Committee is to ensure the continuous functioning of the association and to co-ordinate the business of the Board. The Executive Committee shall set the agendas for all Board and membership meetings; send out meetings notices along with meeting agendas and committee reports and proposals; make necessary decisions as directed by the Board between Board meetings, reporting to the Board and obtaining Board approval as required by Board action and/or as set forth in the Policy and Procedures Manual and these Bylaws. All reporting to the Board shall be according to Section VII.8 of these Bylaws and the Policy and Procedures Manual.

### **Section VII.11C – Monthly Meetings, Special (Emergency) Meetings, Meeting Call Notice, and Meeting Agenda**

#### **Section VII.11C.1 – Monthly Meetings**

The Executive Committee shall be required to meet monthly on a regularly scheduled date as determined by the Executive Committee to set the agenda for the Board meetings.

#### **Section VII.11C.2 – Special (Emergency) Meetings**

Special or emergency meetings of the Executive Committee may be called with the written meeting agenda to be made available to all members of the committee along with the official notice of the special or emergency meeting as soon as is physically feasible prior to the meeting date.

#### **Section VII.11C.3 – Regular Monthly Meeting Call Notice and Meeting Agenda**

Official Notice of call for a regularly scheduled monthly meeting of the Executive Committee shall be no less than three (3) calendar days prior to the meeting date. The written meeting agenda for any regularly scheduled monthly committee meeting shall be made available to all committee members prior to the meeting date.

#### **Section VII.11.C.4 – Quorum, Proxies, Passage of Voting**

##### **Section VII.11.C.4.a – Quorum**

A quorum of sixty percent (60%) of the members on the Executive Committee shall be required to conduct any business proceedings.

##### **Section VII.11.C.4.b – Proxies**

A committee member may vote by proxy, if the board member is unable to vote in person. The proxy ballot shall be signed and designated to a current board member.

##### **Section VII.11.C.4.c – Voting**

Passage of a vote shall require an affirmative vote of a simple majority of the Executive Committee members present at the Board meeting or voting by proxy.

## **Section VII.12 – Budget, Finance, and Endowment Committee**

### **Section VII.12.A – Composition and Term**

The Budget and Finance Committee shall be comprised of at least three (3) members. These members shall be the two (2) members of the Board of Directors elected by the Board as the officers of the Board: the Treasurer, and the Financial Secretary and at least one other member at large on the Board. These members shall be elected to a one year term at the first Board meeting of the year by and from the current Board of Directors. The Treasurer shall be the chairperson of this committee.

### **Section VII. 12.B – Powers, Purpose, Function, and Duties**

The Committee is responsible to the Board of Directors and reports to the Board. The purpose of the committee is to ensure the fiscal viability of the Association. The committee shall prepare the proposed annual budget of the Association; shall review Endowment Fund investments; shall review the fiscal aspects of all proposals from various committees and prepare a written recommendation of action prior to presentation of the proposal to the Board; shall maintain minutes of all Budget and Finance Committee meetings; and obtain Board approval as required by Board action and/or as set forth in the Policy and Procedures Manual and these Bylaws. All reporting to the Board shall be according to Section VII.8 of these Bylaws and the Policy and Procedures Manual.

## **Section VII.13 – Fund Raising Committee**

### **Section VII.13.A – Composition and Term**

The Fund Raising Committee shall be comprised of at least one (1) member of the Board and other members as determined and appointed by the Board of Directors. These members shall be appointed to a term to be determined by the Board of Directors.

### **Section VII. 13.B – Powers, Purpose, Function, and Duties**

The Committee is responsible to the Board of Directors and reports to the Board. Activities of the committee require approval by the Board. The purpose of the committee is to assist the Board in raising money to support the activities and programs of the Southwest Washington Symphony. The committee shall develop, propose, plan and implement fund raising activities and opportunities for the association in accordance with the Policy and Procedures Manual. All reporting to the Board shall be according to Section VII.8 of these Bylaws and the Policy and Procedures Manual.

## **Section VII.14 – Publicity & Marketing Committee**

### **Section VII. 14.A – Composition and Term**

The Publicity & Marketing Committee shall be comprised of at least one (1) member of the Board and other members as determined and appointed by the Board of Directors. These members shall be appointed to a term to be determined by the Board of Directors.

### **Section VII. 14.B – Powers, Purpose, Function, and Duties**

The Committee is responsible to the Board of Directors and reports to the Board. Activities of the committee require approval by the Board. The purpose of the committee is to assist the Board in marketing the activities and programs of the Southwest Washington Symphony. The committee shall develop, propose, plan and implement marketing and publicity for the

association in accordance with the Policy and Procedures Manual. All reporting to the Board shall be according to Section VII.8 of these Bylaws and the Policy and Procedures Manual.

### **Section VII.15 – Education & Outreach Committee**

#### **Section VII. 15.A – Composition and Term**

The Education & Outreach Committee shall be comprised of at least one (1) member of the Board and other members as determined and appointed by the Board of Directors. These members shall be appointed to a term to be determined by the Board of Directors.

#### **Section VII. 15.B – Powers, Purpose, Function, and Duties**

The committee is responsible to the Board of Directors and reports to the Board. Activities of the committee require approval by the Board. The purpose of the committee is to assist the Board in education and outreach activities and programs of the Southwest Washington Symphony. The committee shall develop, propose, plan and implement education and outreach programs and activities for the association in accordance with the Policy and Procedures Manual. All reporting to the Board shall be according to Section VII.8 of these Bylaws and the Policy and Procedures Manual.

### **Section VII.16 – Program Committee**

#### **Section VII. 16.A – Composition and Term**

The Program Committee shall be comprised of the Music Director, the Symphony Librarian, Concert Master, Symphony Principal Players and Section Leaders, at least one (1) member of the Board and other members as determined and appointed by the Board of Directors. These members shall be appointed to a term to be determined by the Board of Directors.

#### **Section VII. 16.B – Powers, Purpose, Function, and Duties**

The committee is responsible to the Board of Directors and reports to the Board. Activities of the committee require approval by the Board. The purpose of the committee is to assist the Music Director in planning the concert seasons and repertoire to be performed by the Southwest Washington Symphony. The committee shall develop, propose, and plan the concert programs for the Association in accordance with the Policy and Procedures Manual. All reporting to the Board shall be according to Section VII.8 of these Bylaws and the Policy and Procedures Manual.

### **Section VII.17 – Audition Committee**

#### **Section VII. 17.A – Composition and Term**

The Audition Committee shall be comprised of the Music Director, Symphony Section Leaders and other members as determined and appointed by the Board of Directors. These members shall be appointed to a term to be determined by the Board of Directors.

#### **Section VII. 17.B – Powers, Purpose, Function, and Duties**

The committee is responsible to the Board of Directors and reports to the Board. Activities of the committee require approval by the Board. The purpose of the committee is to assure maintenance of a high musical standard by the Southwest Washington Symphony. The committee shall hold auditions for musicians desiring positions with the Symphony and shall work to assist musicians to improve their musical competency in accordance with the Policy and

Procedures Manual. All reporting to the Board shall be according to Section VII.8 of these Bylaws and the Policy and Procedures Manual.

### **Section VII.18 – Asset Management Committee**

#### **Section VII. 18.A – Composition and Term**

The Asset Management Committee shall be comprised of the Music Librarian and other members as determined and appointed by the Board of Directors. These members shall be appointed to a term to be determined by the Board of Directors.

#### **Section VII. 18.B – Powers, Purpose, Function, and Duties**

The committee is responsible to the Board of Directors and reports to the Board. Activities of the committee require approval by the Board. The purpose of the committee is to assure maintenance of the fixed assets of the Association. The committee shall be responsible for maintaining the music library of the association and other fixed assets owned by the Association in accordance with the Policy and Procedures Manual. All reporting to the Board shall be according to Section VII.8 of these Bylaws and the Policy and Procedures Manual.

### **Section VII.19 – Facilities Committee**

#### **Section VII. 19.A – Composition and Term**

The Facilities Committee shall be comprised of members as determined and appointed by the Board of Directors. These members shall be appointed to a term to be determined by the Board of Directors.

#### **Section VII. 19.B – Powers, Purpose, Function, and Duties**

The committee is responsible to the Board of Directors and reports to the Board. Activities of the committee require approval by the Board. The purpose of the committee is to provide assistance in ascertaining the physical facility needs and transportation needs required for the various activities and events of the Association and to assure that those needs are met in accordance with Policy and Procedures Manual. All reporting to the Board shall be according to Section VII.8 of these Bylaws and the Policy and Procedures Manual.

### **Section VII.20 – Nominating Committee**

#### **Section VII. 20.A – Composition and Term**

The Nominating Committee shall be comprised of at least three (3) members appointed by the Board of Directors. These members shall be appointed to a one year term on an annual basis. This committee shall be headed by a chairperson appointed from the committee members, and approved by the Board of Directors.

#### **Section VII. 20.B – Powers, Purpose, Function, and Duties**

The committee is responsible to the Board of Directors and reports to the Board. Activities of the committee require approval by the Board and shall be accordance with the Policy and Procedures Manual and these Bylaws. The purpose of the committee is to determine potential candidates for open positions on the Board of Directors and for various committees based upon the desired skill sets as determined by the Board of Directors and to monitor the election process. The committee shall solicit nominations representative of a multidisciplinary organization; shall develop and submit a slate of candidates for the ballot to the Board of Directors for approval;



shall notify all nominees of their status regarding their candidacy; shall develop procedures for the conduction of elections and submit for Board approval; shall handle and monitor the election process in accordance with the Policy and Procedures Manual. All reporting to the Board shall be according to Section VII.8 of these Bylaws and the Policy and Procedures Manual.

**Section VII. 20.C – Qualification to Serve on Nominating Committee**

Members shall not be eligible to run for any office while serving on the Nominating Committee.

**Section VII.21 – Policy & Bylaws Committee**

**Section VII. 21.A – Composition and Term**

The Policy & Bylaws Committee shall be comprised of members as determined and appointed by the Board of Directors. These members shall be appointed to a term to be determined by the Board of Directors.

**Section VII. 21.B – Powers, Purpose, Function, and Duties**

The committee is responsible to the Board of Directors and reports to the Board. Activities of the committee require approval by the Board. The purpose of the committee is to write, review and revise Policies and Procedures and/or Bylaws for Board approval. All reporting to the Board shall be according to Section VII.8 of these Bylaws and the Policy and Procedures Manual.

**ARTICLE VIII**

**NOTICE BY ELECTRONIC TRANSMISSION**

**Section VIII.1 – Notice by Electronic Transmission**

A notice to be provided by electronic transmission must be electronically transmitted where technology is available. In addition to the notice provisions in these Bylaws concerning notice to Board members, Directors, Officers, or Committee members, the Association may provide notice by electronic transmission pursuant to RCW 24.03.009 of the Act, as provided in this section.

**Section VIII.2 – Record**

A record is defined as information inscribed on a tangible medium or contained in a permanent electronic transmission.

**Section VIII.3 – Consent to Electronic Notice**

Notice to Board members in an electronic transmission is effective only with respect to members and directors who have consented, in a form of a record, to receive electronically transmitted notices and the notice includes any material that is required or permitted to accompany a notice.

A Board member who provides such consent to receipt electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted.

A Board member who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Association in the form of a record.

The consent of a Board member or director is revoked if the Association is unable to electronically transmit two (02) consecutive notices given by the Association in accordance with the consent, and this inability becomes known to the Secretary of the Association or other person responsible for giving notice. This inadvertent failure by the Association to treat this inability as a revocation does not invalidate any meeting or other action.

#### **Section VIII.4 – Posting to Electronic Network**

Notice to Board members who have consented to receipt of electronically transmitted notices may be provided notice by posting the notice on an electronic network and delivering to the Board members a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.

#### **Section VIII.5 – Effectiveness of Electronic Notice**

Notice provided in an electronic transmission is effective when it:

- (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or
- (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

#### **Section VIII.6 – Electronic Voting by Members**

Whenever proposal(s) is/are to be adopted, or directors or officers are to be elected by the Board members, the vote may be taken by mail or electronic transmission if the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting.

An election may be conducted by electronic transmission if the Association has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location or system, in an executed electronically transmitted record.

#### **Section VIII.7 – Effect on Quorum**

Unless otherwise specifically provided under the Act, or in the Articles of Incorporation, or these Bylaws, Board members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of voting power present.

## **ARTICLE IX**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Act, under the Articles of Incorporation, these Bylaws, or the Policy and Procedures Manual, a waiver thereof in writing, signed by the person or persons entitled to such notice shall be equivalent to the giving of such notice.

## **ARTICLE X**

### **PARLIAMENTARY AUTHORITY**

The parliamentary writings of General Henry M. Roberts, *Roberts Rules of Order*, most recently revised, govern the Association in all cases not covered by these bylaws or the Articles of Incorporation.

## **ARTICLE XI**

### **LIABILITY AND INDEMNIFICATION**

#### **Section XI.1 – Limitation of Liability**

No officer or director shall be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability, provided however, that this provision shall not eliminate the liability of an officer or director to the extent that such liability is imposed by applicable law, (i) for any breach of the officer's or director's duty of loyalty to the Association or its members, (ii) for acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which there is improper personal benefit. This provision shall not eliminate the liability of an officer or director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

#### **Section XI.2 – Indemnification**

The Association may, in the sole discretion of the Board of Directors, indemnify in whole or in part any person (and his heirs, executors, administrators, or other legal representatives) who is, or shall have been an officer or director of the Association, or any person who is serving or shall have served at the request of the Association against all liabilities and expenses (including judgments, fines, penalties, and attorney's fees and all amounts paid, other than to the Association, in compromise or settlement) reasonably incurred by any such officer, director or person who may be a party defendant or with which he may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been an officer or director of the Association or such other Association, except in relations to matters as to which any such officer, director or person shall be finally adjudged, other than by consent, in such action, suit or proceeding to have been liable for bad faith or misconduct in their performance of his duty as such officer or director.

## ARTICLE XII

### LOANS, CONTRACTS WITH OFFICERS AND DIRECTORS

#### **Section XII.1 – Prohibition of Loans**

No loan shall be made by the Association to its Directors or Officers. If, despite the foregoing prohibition, the Directors of the Association vote for it or assent to making of a loan to a Director or Officer of the Association, any such Director and any Officer or Officers participating in making such loan, shall be jointly and severally liable to the Association for the amount of such loan until the repayment in full thereof.

#### **Section XII.2 – Contracts with Board Members**

The Association shall have the authority to enter into contracts or business dealings with members of the Board of Directors; provided, however, that such contracts or transactions shall be at arm's length, with full disclosure of interest of the Director and such contracts or transactions do not violate any applicable laws, including laws relating to the application of funds for private use. The Director affected by the contract shall not vote regarding that contract.

## ARTICLE XIII

### CONTRACTS AND HANDLING OF FUNDS

#### **Section XIII.1 – Contracts**

The Board of Directors may authorize an Officer(s), agent(s) of the Association, in addition to the Officers so authorized by these Bylaws, enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instrument.

#### **Section XIII.2 – Checks, Drafts, etc.**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be effective only when signed in accordance with the Policies and Procedures Manual. Two signatures are required where the check, draft or payment order is made out in the name of the party signing such check, draft or payment order.

#### **Section XIII.3 – Deposits**

All funds of the Association shall be deposited in a timely manner to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select. Deposits shall be made by The Financial Secretary or other Officer of the Board or a person authorized by the Board to handle such deposits.

## **ARTICLE XIV**

### **BEQUESTS, CONTRIBUTIONS, GIFTS, ENDOWMENT FUNDS, AND GRANT FUNDS**

#### **Section XIV.1 – Acceptance of Endowments, Bequests, and Gifts**

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, endowment, or devise for the general purposes or for any special purpose of the Association.

#### **Section XIV.2 – Categories and Use of Contributions and Gifts**

##### **Section XIV.2.A – Ordinary Contributions and Gifts**

Ordinary Contributions and Gifts may be used for any purpose benefiting the Association deemed appropriate by the Board.

##### **Section XIV.2.B – Stipulated Purpose Contributions and Gifts**

Any contribution, gift, bequest, endowment, or devise accepted with a specific stipulation by the donor shall be used only for that stipulated purpose.

##### **Section XIV.2.C – Endowments**

Any and all unusual or large gifts, bequests, endowments or devise of ten thousand dollars (\$10,000) or more, accepted by the Board and for which the donor has not stipulated a specific purpose shall be deemed an endowment.

Endowments shall be invested in a manner so as to preserve the principal of the endowment.

Only the income produced by the Endowment Fund shall be available for use by the Board for expenditures of the Association. The principal of the Endowment Fund shall not be available to the Board for expenditures of the Association.

The Board may borrow, with Board approval, from the Endowment Fund for occasional short term loans to the Association provided that the Endowment Fund is repaid along with interest at current prevailing commercial market rates for such loans. The short term loans shall be documented by a signed note by the designated officer of the board.

##### **Section XIV.2.D – Grant Funds**

The Board of Directors may authorize applications for grant funds and accept grant funds as the Board deems appropriate. Grant funds shall be used only for the purpose(s) stipulated by the provisions of the grant.

## **ARTICLE XV**

### **FINANCIAL RECORDS, AUDITS, MINUTES, AND AGENDAS**

#### **Section XV. 1 – Books and Records**

The Association shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Board of Directors, proceedings of the Officers of the Board (Executive Committee) and the proceedings of any and all committees authorized by the Board of Directors along with the published agendas and official notices for all meetings; and shall keep at its registered or principal office a record giving the name and addresses of all Board members entitled to vote. All books, records of account, and minutes of the Association along with any accompanying audits shall be maintained at its registered or principal office and may be inspected by any Board member, their agent or attorney, upon request after reasonable notice.

#### **Section XV.2 – Audits**

The Board of Directors shall arrange for an annual audit of the Association's books and records of account by an independent audit committee. Said auditing committee shall not include any officer of the Association. The audit shall occur as part of the Association's fiscal year-end reporting process.

## **ARTICLE XVI**

### **ADMINISTRATIVE PERSONNEL AND EMPLOYEES**

Administrative personnel and employees shall adhere to the Policy and Procedures Manual as established by the Board.

## **ARTICLE XVII**

### **POLICY AND PROCEDURES MANUAL**

The Board of Directors shall establish and maintain policies and procedures to address any of the day to day operations of the Association which are not addressed in the Articles of Incorporation or in these Bylaws. All policies and procedures shall adhere to the laws governing the Association and its administration. These policies and procedures shall be recorded in the official Policy and Procedures Manual of the Association.

## **ARTICLE XVIII**

### **AMENDMENTS TO BYLAWS AND TO POLICY AND PROCEDURES MANUAL**

Amendments to the Bylaws and/or the Policy and Procedures Manual shall be referred to the Policy and Bylaws Committee for study and necessary revisions. In accord with established procedure, proposed amendments, as presented by the Policy and Bylaws Committee, shall be submitted to the Board for approval. Approval of amendments to the bylaws and/or the Policy and Procedures Manual shall require an affirmative vote of a simple majority of the full board.

## **ARTICLE XIX**

### **HEADINGS IN BYLAWS**

The headings contained in these Bylaws are for convenience only and shall not in any way affect the meaning or interpretation of these Bylaws.

## **ARTICLE XX**

### **DISSOLUTION OR LIQUIDATION OF THE ASSOCIATION**

In the event of dissolution or final liquidation of the Association, none of the property nor any proceeds of the Association shall be distributed to or divided among any of the directors of the Association or inure to the benefit of any individual.

After all liabilities and obligations of the Association have been paid and discharged, all remaining property and assets of the Association shall be distributed to one or more organizations designated (i) pursuant to a plan of distribution adopted as provided for under section 24.03.225 of the Revised Code of Washington (state statute) or (ii) if there be no appropriate plan of distribution, as a court may direct, provided, however, that such property shall be distributed only to organizations which shall comply with all of the following conditions:

- a. Each organization shall be organized and operated exclusively for charitable or educational purposes;
- b. Each organization shall have been in existence for a continuous period of at least sixty (60) calendar months;
- c. Transfers of property to such organization shall, to the extent then permitted under the statutes of the United States, shall be exempt from federal gift, succession, inheritance, estate or death taxes (by whatever name called);
- d. Such organization shall be exempt from federal income taxes by reason of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law); and
- e. Contributions to such organization shall be deductible by reason of Section 170 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).