

# CONSTITUTION AND BY-LAWS

*Adopted by the Membership April 2<sup>nd</sup>, 2018.*

*Amended April 10<sup>th</sup>, 2018.*

## **ARTICLE 1 – NAME, PURPOSE AND OFFICES**

### *SECTION 1: NAME*

As set forth in the Certificate of Incorporation, the name of this nonprofit corporation is **“Oklahoma Community Orchestra, Inc.”**

### *SECTION 2: PURPOSE*

The mission of the Oklahoma Community Orchestra is to promote the performing arts, provide quality performances of symphonic literature at a nominal charge to the community and exercise and improve the artistic skills of those performing in the orchestra.

The Oklahoma Community Orchestra is in residence at Oklahoma Christian University and includes professional and amateur musicians as well as some university music students. Members are unpaid volunteers who pay annual dues and present five or more concerts per season.

- (a) 501(c)(3) COMPLIANCE STATEMENT. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, 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 herein. No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### *SECTION 3: OFFICES*

- (a) PRINCIPAL OFFICE. The principal office of the Corporation shall be located within the State of Oklahoma as may be determined by the Board of Directors.
- (b) REGISTERED OFFICE. The registered office of the corporation required by the law to be maintained in the state of incorporation may be, but need not be identical with the principal office of the corporation. The address of the registered office may be changed from time to time by the Board of Directors. The Treasurer/Executive Secretary shall be responsible for filing notice of all such changes with the Business Records Division of the Secretary of State.
- (c) REGISTERED SERVICE AGENT. The registered service agent for the corporation shall be a resident of the State of Oklahoma and shall be selected by the Board of Directors. The Treasurer/Executive Secretary shall be responsible for filing notice of the name and addresses of the registered service agent and any changes thereof with the Oklahoma Secretary of State. The addresses of the Registered Service Agent and the registered office of the Corporation may be but are not required to be identical.
- (d) OTHER OFFICES. The corporation may have other offices at such other places either within or without the state of incorporation, as the Board of Directors may designate or as the activities of the corporation may require from time to time.

## **ARTICLE II – CLASSES OF MEMBERS**

There shall be two classes of members, and the membership of the corporation shall be open to all persons without regard to race, religion, gender, sexual orientation, or ethnic origin.

### **STATEMENT OF NONDISCRIMINATORY POLICY**

Oklahoma Community Orchestra admits to its membership, functions, meetings, programs and activities persons of any race, color, gender, sexual orientation, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to persons participating in its programs. It does not discriminate on the basis of race, color, gender, sexual orientation, national and ethnic origin in administration of its educational and organizational policies and the administration of any programs administered by the corporation.

### ***SECTION ONE (VOTING MEMBERS)***

Voting members shall consist of the members of the orchestra who have paid their annual dues. Members shall have attained a minimum age of eighteen (18) unless staffing requirements dictate otherwise as determined by the Board of Directors. Members shall be qualified musicians as needed and selected by the Section Leader. Auditions for vacancies, may be required by the Section Leader of each Section. Members will be financially responsible for replacement of orchestra property damage caused through their negligence. Membership dues of \$50.00 per annum shall be paid by September 30 of each calendar year.

#### *SECTION TWO (ASSOCIATE MEMBERS)*

Individuals and entities are encouraged to join the Oklahoma Community Orchestra as non-voting "Associate Members" and are encouraged and welcomed to participate in all functions and activities. Except for executive sessions of the meetings of the Board of Directors, associate members may attend all meetings. Associate members shall also be eligible to be appointed to any committee and associate members may stand for election to the Board of Directors. Associate members shall annually contribute to the Orchestra.

#### **ARTICLE III – BOARD OF DIRECTORS, OFFICERS, ELECTIONS, VACANCIES, AND ELIGIBILITY**

The governing body of the corporation shall be the Board of Directors. The Board of Directors shall have the authority to exercise on behalf of the corporation all powers conferred upon corporations organized under the laws of the State of Oklahoma, including but not limited to the powers to accept donations of any money or property, whether real or personal or any interest. And, wherever situated; the power to sue and be sued are; provided that all such powers are permitted to be exercised by a nonprofit corporation which qualifies as a corporation described in Section 501 (c)(3) of the Internal Revenue Code as amended; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. All Directors shall be subject to a Duty of Care and the Duty of Loyalty.

#### *SECTION 1: BOARD OF DIRECTORS SELECTION AND POWERS*

A minimum of nine (9) directors shall compose the Board of Directors. Said members shall be recruited by the nominations committee and placed on ballots which shall be voted on at the orchestra's annual business meeting in even years. Candidates must be members or associate members of the Community Orchestra. Each member shall have three votes. The top three candidates receiving the most votes on each ballot shall be selected to the Board of Directors. Votes shall be by secret ballot and shall be counted by the Executive Director and Executive Secretary. Terms shall be for six years except for "Charter" Board members as described herein below. The Board shall manage, control and direct the affairs and property of the corporation; and subject to these bylaws the

board shall have all powers necessary or convenient to accomplish the purposes of the corporation as specified in the Certificate of Incorporation and in these bylaws or otherwise permitted or required under the laws of the state of Oklahoma or of the United States of America or any state or Federal regulatory agency.

#### *SECTION 2: COMPOSITION OF THE BOARD*

The "Charter" Board of Directors of this organization shall be those nine (9) persons named as directors in the Charter Board exhibit to these bylaws. Said Charter Directors shall subscribe their names to the Resolution adopting these bylaws. Thereafter, the Board shall consist of nine (9) directors. The terms of the charter members shall be three (3) charter members for a two (2) year term, three (3) charter members for a four (4) year term and three (3) charter members for a six (6) year term. Upon the expiration of each of said terms, new Directors shall be elected as prescribed above to six-year terms. No Director shall be eligible to be a candidate for any term immediately following the expiration of their own term. Terms may be ended prematurely by the death of the director, resignation, or removal from office. Any Director may be removed by a 2/3 majority of the total votes allotted to voting members or by a vote of seven (7) members of the Board of Directors for any reason. A Director may resign from the Board at any time by giving written notice thereof; provided if they are willing to serve and a majority of the Board agrees, they may continue to serve until their successor shall be duly elected and qualified to take office. Directors elected to replace directors who have resigned, died, or removed from office shall serve only the unexpired term of the Director they are replacing.

#### *SECTION 3: ELIGIBILITY TO VOTE*

Each director is entitled to one (1) vote on any issue before the board. In the case of a tie vote with all members of the board voting or abstaining, the Immediate Past Executive Director position shall be activated and may vote, however, the Immediate Past Executive Director may not vote on any other matter before the board.

#### *SECTION 4: VACANCIES IN OFFICE*

In the event of a vacancy in office on the Board of Directors, nominations to fill such vacancies shall be received at the next regular meeting after which nominations are closed. The nominating committee or any member of the corporation may submit nominations. Nominees shall meet the qualifications for membership on the Board of Directors, as set forth in Sections 1 and 5 of this Article III, and nominees may be required by the Executive Director to demonstrate those qualifications prior to the election. An election shall be held at the next regular meeting to fill any vacancy. Executive sessions of the Board of Directors may be held for discussing the candidacy of any person to fill such a vacancy at any time prior to such election. A majority vote of the voting members present at the meeting for the election is required to recommend to the membership candidates to fill vacancies for unexpired terms. Such elections may be conducted by secret ballot, if approved by a majority of the voting members present at such election at

the next regular meeting. Nominations by proxy shall not be permitted. No proxy votes shall be permitted.

#### *SECTION 5: MEMBERSHIP OF BOARD AND ELIGIBILITY*

In addition to the requirements of Article III, Section One (1) hereof, to be eligible to hold office as a member of the Board of Directors, a member must be at least eighteen (18) years of age and cannot have been convicted of a felony offense or a misdemeanor involving moral turpitude. In addition, such person must meet one or more of the following requirements;

- (a) Have been an officer or director of a Member organization for six (6) consecutive months preceding their nomination.
- (b) Have attended at least  $\frac{3}{4}$  of the meeting or functions of the Voting Member organization in the last twelve (12) consecutive months next preceding the nomination.
- (c) Have shown an active interest in all functions of the Oklahoma Community Orchestra.
- (d) Service on one of the standing committees for at least one full year within two consecutive years of being nominated to the Board of Directors. Any past Board of Directors member is exempt from this requirement.

#### *SECTION 6: OFFICERS*

The Charter Board of Directors shall elect the initial officers at the organizational meeting. Officers shall serve two (2) year terms, which commence on the first day of June of that year. All officers shall be eligible to succeed themselves and shall be selected as hereinafter set forth. Any vacancy in office for any reason occurring prior to the expiration of an officer's term of office shall be filled by nomination from and election by the Board of Directors at the next regular board meeting following the occurrence of such vacancy. The Board of Directors may discuss nominations to fill vacancies in such offices in executive session, but the vote to fill such vacancies shall be taken in open session. All officers shall be subject to the duty of care and the duty of loyalty except that they shall not have a duty of loyalty with regard to their personal musical pursuits outside of the orchestra.

##### **(a) EXECUTIVE DIRECTOR**

**Eligibility:** The Executive Director shall have attained at least the age of eighteen years of age and must be a member or associate member.

**Election and Duties:** The Executive Director serves at the pleasure of the Board of Directors and may be removed with or without cause by a majority of vote of the total

directors in office. The Executive Director shall preside over all meetings, supervise all organization functions, and direct all official business. The Executive Director shall be the principal officer of the Corporation. Subject to the control of the Board of Directors, the Executive Director shall perform all duties customary to that office. The Executive Director may with the advice and consent of the Board of Directors, execute deeds, bonds, mortgages, or other instruments and enter into contractual agreements necessary or convenient for carrying out the objectives of the corporation, unless the Board of Directors or these bylaws require the signature of some other officer or agent. The Executive Director shall have the power to create and organize committees from the membership and shall have the power to appoint and remove with or without cause all appointees to such committees, all with the advice and consent of the Board of Directors. The Executive Director shall be an *ex officio* member of all committees. The Executive Director shall call all meetings of the Board of Directors and shall preside at such meetings, which shall be conducted strictly under Robert's Rules of Order. The Executive Director shall provide the Directors with a written agenda prior to all Board meetings. At least one month prior to the annual meeting, the Executive Director shall cause the accounts of the Corporation to be audited by a Certified Public Accountant, and an audited financial statement shall be submitted to each of the Directors not less than ten (10) days prior to the annual meeting. The Executive Director shall coordinate with the Music Director for concert programming and guest artists, communicate with guest artists to discuss financial terms and travel arrangements, write grants, or secure a grant writer and coordinate with host representatives for concert locations, dates and use of facilities. The Executive Director may be a member of the Board of Directors, but shall not vote except to break a tie vote.

(b) **ASSISTANT EXECUTIVE DIRECTOR**

**Eligibility:** The Assistant Executive Director shall have attained at least the age of eighteen years of age and must be a member or associate member.

**Election and Duties:** The Assistant Executive Director serves at the pleasure of the Board of Directors and may be removed with or without cause by a majority of vote of the total directors in office. The Assistant Executive Director assumes the duties of the Executive Director in the case of the absence of the Executive Director for a maximum period of one month, by which time the Board of Directors shall meet and select a new Executive Director or appoint the Assistant Executive Director for a specified period of time as Interim Executive Director, during which time the Assistant (Interim) Executive Director shall assume all of the duties and responsibilities of the Executive Director. The Assistant Executive Director shall provide the Executive Director and Secretary with a current roster of the membership and assist with the collection of past due membership dues which shall be provided to the treasurer.

(c) **PERSONNEL DIRECTOR**

**Eligibility:** The Personnel Director shall have attained at least the age of eighteen years of age. The Personnel Director must be a member of the orchestra, a rule which may not be suspended under any circumstances.

The Personnel Director serves at the pleasure of the Board of Directors and may be removed with or without cause by a majority of vote of the total directors in office. The Personnel Director serves as a liaison between the orchestra and the Board of Directors. The Personnel Director shall serve as the manager of orchestra personnel, communicate and coordinate with section leaders regarding new members, auditions and seating, coordinate and communicate with section leaders regarding personnel for the annual Nutcracker Orchestra, coordinate and communicate with section leaders regarding any private engagements and/or ensembles contracted to perform for private parties, provide maps and directions to concert locations, prepare a roster of personnel contact information, handle all non-publicity correspondence to the orchestra members, and assist the librarian at the first rehearsal to collect personnel contact information and distribute folders. The Personnel Director shall communicate to the orchestra members regarding dress and attire for performances.

(d) **RECORDING SECRETARY**

**Eligibility:** The Recording Secretary shall have attained at least the age of eighteen years of age and must be a member or associate member.

**Election and Duties:** The Recording Secretary serves at the pleasure of the Board of Directors and may be removed with or without cause by a majority of vote of the total directors in office. The Recording Secretary shall record the minutes from the board meetings, executive board meetings and the annual meeting. The Recording Secretary shall distribute proposed minutes of any prior meetings for which minutes have not yet been approved to the Board Members and officers ahead of any meetings of the Board. The Recording Secretary shall notify the Board Members and Officers of upcoming meetings at least seven (7) days prior thereto. The Recording Secretary shall notify the members, and associate members of the annual meeting two weeks in advance thereof. The Recording Secretary shall provide ballots at said annual meeting and shall, with the assistance of the Executive Director, record and tabulate the results of the election. The Recording Secretary may from time to time with the advice and consent of the Board of Directors conduct surveys of the membership or solicit feedback from the membership at large. The Recording Secretary shall present to the Board of Directors any feedback received from said surveys. The Recording Secretary shall be responsible for preserving the official documents of the orchestra, including these bylaws and for providing copies of said bylaws to any member or Director upon request. The Recording Secretary shall make the minutes available to members.

(e) **TREASURER**

**Eligibility:** Any person at least eighteen years of age and must be a member or associate member. The Treasurer must be bondable, and the Corporation shall obtain a surety

bond for the Treasurer prior to the Treasurer's entering upon the performance of the Treasurer's duties, guaranteeing the faithful performance of the Treasurer's duties and indemnifying the Corporation and saving it harmless for loss or liability by reason of the Treasurer's misfeasance or malfeasance in the performance of the Treasurer's duties. The Treasurer shall be a person experienced in financial matters and fiscal operations of business, governmental or educational entities.

**Election and Duties:** The Treasurer serves at the pleasure of the Board of Directors and may be removed with or without cause by a majority of vote of the total directors in office. The Orchestra Treasurer is responsible for the business and financial operations of the Oklahoma Community Orchestra, including financial planning, control, management of cash flow and reporting. The Orchestra Treasurer is also responsible for preparation of the annual operating budget and long-range plan financial projections, monthly financial statements, maintaining banking relations, paying all properly payable bills of the orchestra, and filing all tax or government reports in a timely manner. The Treasurer shall work with the Executive Director and other Board members in the development of financial objectives of the Oklahoma Community Orchestra and shall direct the preparation of operating budgets and forecasts. The Treasurer shall from time to time recommend expense control initiatives to the Board and prepare analyses of variances and recommend revision of plans and budgets. The Treasurer shall interact with committees of the Board and individual members and associate members.

The treasurer shall prepare operating budgets and forecasts for all financial functions, monitor revenues and expenses against the approved budget. The Treasurer shall be responsible for ensuring the preservation of the orchestra's financial records. The Treasurer shall establish and direct payroll and tax payment systems, direct preparation and maintenance of all payroll records and reporting assuring compliance with all legal requirements and organizational objectives. The Treasurer shall collect membership dues and keep records of payment. The Treasurer shall ensure compliance with all financial/tax reporting requirements of agencies and foundation and other organizations the Orchestra has financial dealings with.

The Treasurer shall review audit needs of the Oklahoma Community Orchestra and make recommendations as to the selection of auditors. The Treasurer shall direct the preparation for audits and work with the auditors in preparation of any annual audit reports or filings of tax reports. The Treasurer shall review and approve all drafts as well as assure distribution of reports as required.

The Treasurer shall direct the execution of all types of institutional insurance, maintaining accurate records and filing all required reports. The Treasurer shall maintain employee records and other pertinent personnel data as well as prepare and file employer reports to government agencies, insurance companies, unions (if applicable).

The Treasurer shall file reports to BMI of performance income, expenses and repertoire at the end of each yearly quarter.



The Treasurer shall coordinate through the Orchestra General Counsel to ensure that the artist/performer contracts are not at variance with the Oklahoma Community Orchestra's objectives, including compliance with tax laws and adequate insurance endorsements. Further, in conjunction with General Counsel, he shall review all contracts for guest artists and contracted services to ensure compliance with Orchestra policies and procedures and direct/monitor their implementation. The Treasurer shall work with the Orchestra General Counsel to resolve any legal matters.

(f) **LIBRARIAN**

**Eligibility:** The Librarian shall have attained at least the age of eighteen years of age and must be a member or associate member.

**Election and Duties:** The Librarian serves at the pleasure of the Board of Directors and may be removed with or without cause by a majority of vote of the total directors in office. The Librarian shall maintain, store, or transport the music assets of the orchestra and shall maintain and update an inventory of library asset and provide copies of said inventory to the Music Director and Board of Directors.

The Librarian shall provide sufficient copies of music for members of the orchestra and shall issue all music and folders to members of the orchestra.

The Librarian shall obtain needed music through purchases with prior approval of the Board of Directors, through rental means with prior approval from the Board of Directors and shall be permitted to borrow any needed parts. The Librarian shall be responsible for maintaining records as to which folders are issued each rental part. The Librarian shall ensure the timely return of music rented, borrowed, or issued from the music library.

(g) **EQUIPMENT MANAGER**

**Eligibility:** The principal percussionist shall also occupy the office of the Equipment Manager and shall assume the duties described herein below.

**Election and Duties.** The principal percussionist shall also maintain the office of the Equipment Manager of the Orchestra. The Equipment Manager shall communicate with venue managers regarding available equipment for upcoming concerts such as chairs, stands, tables and large percussion instruments. The Equipment Manager shall organize personnel to assist with set up and tear down and moving of equipment to and from the concert location. The Equipment Manger shall acquire a suitable truck when necessary for transporting equipment to the concert venue.

(h) **SOCIAL MEDIA MANAGER**

**Eligibility:** The Social Media Manager shall have attained at least the age of eighteen years of age and must be a member or associate member.

**Election and Duties:** The Social Media Manager serves at the pleasure of the Board of Directors and may be removed with or without cause by a majority of vote of the total

directors in office. The Social Media Manager shall maintain all social media accounts for the orchestra, providing regular updates and answering inquiries from the public. The Social Media Manager shall maintain the email distribution list of Orchestra patrons and distribute concert information to the email list before each concert. The Social Media Manager shall update all online calendars with concert dates. The Social Media Manager shall promote each concert with funds allocated by the Board of Directors .

(i) **PUBLIC RELATIONS MANAGER**

**Eligibility:** The Public Relations Manager shall have attained at least the age of eighteen years of age and must be a member or associate member.

**Election and Duties:** The Public Relations Manager serves at the pleasure of the Board of Directors and may be removed with or without cause by a majority of vote of the total directors in office. The Public Relations Manager shall prepare and disburse promotional materials for performances, and maintain copies of all publicity posters, letters, etc.. The Public Relations Manager shall write and record a Public Service Announcement (P.S.A.) for the next concert which shall be recorded on the website phone contact (405) 425-1990. The Public Relations Manager shall provide a P.S.A. to each of the approximately twenty regular publications and broadcast station contacts individually. The Public Relations Manager shall check publications for concert announcements and shall provide copies of said publications to the Executive Director for use in the final grant proposals.

The Public Relations Manager shall check the orchestra's voice mail for this phone extension on a regular basis and respond or direct the message to the proper person.

(j) **HOSPITALITY MANAGER**

**Eligibility:** The Hospitality Manager shall have attained at least the age of eighteen years of age and must be a member or associate member.

**Election and Duties:** The Hospitality Manager serves at the pleasure of the Board of Directors and may be removed with or without cause by a majority of vote of the total directors in office. The Hospitality Manager shall be responsible for the planning and execution the social events of the orchestra and/or the Board of Directors. The Hospitality Manager plans and oversees the receptions following each concert as scheduled. The Hospitality Manager shall Obtain flowers, if needed, for performing artists and arranging for a green room for performing artist and any required refreshments for artist.

(k) **HOUSE MANAGER**

**Eligibility:** The House Manager shall have attained at least the age of eighteen years of age and must be a member or associate member.

**Election and Duties:** The House Manager serves at the pleasure of the Board of Directors and may be removed with or without cause by a majority of vote of the total directors in office. The House Manager shall manage the design and printing of tickets and shall manage the processing of online sales, immediately turning over any funds collected to the Treasurer. The House Manager shall arrive at the concert venue one hour before the concert time.

(I) **GENERAL COUNSEL**

**Eligibility:** The General Counsel shall have attained at least the age of eighteen years, must be a member or associate member and must be an Attorney licensed to practice law within the State of Oklahoma. The General Counsel must be familiar with the administration and issues pertaining to not for profit corporations and shall serve without compensation.

**Election and Duties:** The General Counsel serves at the pleasure of the Board of Directors and may be removed with or without cause by a majority of vote of the total directors in office. The General Counsel will provide legal advice to the Executive Director, Board of Directors and other officers for the administration of the Orchestra. The General Counsel shall be a non-voting member of the Board of Directors and may attend all meetings and executive sessions, except executive sessions pertaining to said General Counsel. The General Counsel shall review and must approve any contracts entered into by the Orchestra and may be called upon by the Executive Director to negotiate agreements on behalf of the Orchestra. Communications with and the work product of the General Counsel pertaining to the administration of the Orchestra shall enjoy attorney-client privilege. The General Counsel shall be the registered service agent and shall prepare the necessary documents to effect that change.

(J) **PUBLICATIONS MANAGER**

**ELIGIBILITY:** The Publications Manger shall have attained at least the age of eighteen years of age and must be a member or associate member.

**ELECTION AND DUTIES:** The Publications Manager shall serve at the pleasure of the Board of Directors. The Public Relations Manager shall prepare concert program and inserts. The Publications Manager shall procure all tickets which aren't otherwise provided by the venue. The Publications Manager shall be the point of contact with any print shops and shall work with the other relevant officers in procuring printed materials.

(K) **YOUNG ARTISTS COMPETITION CHAIR**

**ELIGIBILITY:** The Young Artists Competition Chair shall have attained at least the age of eighteen years of age and must be a member or associate member.

**ELECTION AND DUTIES:** The Young Artists Competition Chair shall serve at the pleasure of the Board of Directors. Young Artists Competition Chair shall secure date, facility, and judges (one should be the OCO conductor) one year in advance. OCO

president supplies contracts to be signed at this time. [Remind the judges about a month before the competition date.] Shall update the flyer and application and send to graphic designer during the summer. Make sure that information including the list of recent solos performed with the orchestra is updated on website. Shall see that a mailing list of college music professors is updated at the beginning of the fall semester. Shall have flyers printed and mailed to college professors early in fall semester. Shall have the treasurer collect applications and deposit the checks after December deadline. Shall collect applications from the treasurer. It is suggested that spread sheet of the information be maintained. Shall notify applicants in writing that their applications have been received (late December). Shall request any missing information or payments and ask applicants to notify chairman of any changes or schedule conflicts. Shall schedule auditions (preferably by competition divisions) and notify applicants (email) in January, at least two weeks before the competition. It is a good idea to confirm with applicants that they have received the information.

[At this point, chairman waits for the other shoe to drop, as invariably people drop out or have unforeseen conflicts with accompanists. It is suggested to be accommodating.]

The Young Artists Competition shall arrange for audition helpers (3-6 people) for competition day.

Several weeks before competition, check with Facility Coordinator (OC faculty member) to arrange for tuning of two grand pianos, and access to recital hall, band room, conference room, and practice rooms.

On the day of audition, arrive at least one hour before first performer is scheduled in order to put up directional signs, see that needed rooms are unlocked, set up stage, and set up tables and chairs for judges and registration desk. Shall arrange for lunch for judges and helpers (OCO pays). Check in applicants, give them treasurer's receipt for payment, escort them to practice rooms and to the audition. Deliver and pick up music scores for judges.

At end of day, clean up (save directional signs), put back chairs and tables, return second piano to its studio (and any percussion instruments used), and lock doors.

After audition: notify 2 over-all winners (either chairman or conductor does this) by phone. Send letters to all who auditioned, thanking them for auditioning or congratulating the over-all and division winners. Immediately notify orchestra librarian of music to be performed. Public announcement of the winners may be made at the winter concert.

Shall act as liaison between the winners and orchestra as needed: answer questions, inform them of rehearsal times (conductor may do this) and collect bios and head-shot photos for publicity and programs. Arrange for comp tickets if requested.

Provide certificates (signed by conductor and chairman) for over-all and division winners to be presented with checks at the Young Artist Showcase concert. Arrange for flowers to be presented to performers after they perform. Mail certificates and checks to any

division winners not present at the concert. Shall assist the Treasurer in providing 1099 forms to winners.

#### **ARTICLE IV – NON-CONTRACT PERSONNEL**

The Orchestra shall be comprised of the categories of strings, woodwinds, brass and percussion. Members shall be selected and seated by the section leader of each section.

##### **(a) PRINCIPALS**

**Selection and Duties:** Principals shall be recommended by the personnel director and the section leaders of the relevant section (i.e., strings, woodwind, brass, percussion) and approved by the Board at the beginning of each season. Principals shall monitor player ability to perform assigned music. Player difficulty can be addressed on a case by case basis. Principals shall determine section seating, schedule sectional rehearsals as needed. Principals shall determine whether individual players are to be seated at each performance if said players have missed more than 50% of the regularly scheduled rehearsals.

#### **ARTICLE V – CONTRACT PERSONNEL**

Contract Personnel are paid members of orchestra. Contract Personnel shall be retained by the Board of Directors and shall be compensated at amounts negotiated by the Executive Director, Treasurer and Personnel Director, which must be approved by the Board of Directors. Contracts shall be for a term of one concert season and must be renewed annually. Multiyear contracts are not permitted.

##### **(a) MUSIC DIRECTOR**

**Eligibility:** The Music Director must have attained the age of eighteen years and must possess the experience and education necessary to perform the duties of the position.

**Selection, Duties and Tenure:** The Music Director shall be the principal conductor and will be an independent contractor selected by the Board of Directors and shall be contracted for no more than one concert season at a time. The Music Director shall be responsible for selecting the concert literature for the upcoming season and providing said selections to the Executive Director in a timely manner for use in grant writing. The Music Director shall be a non-voting member of the Board of Directors. The Music Director shall be responsible for conducting the orchestra, leading rehearsals and performances and in the event of Music Director's absence, the Music Director shall ensure a suitable substitute shall be available. The Music Director shall also assist in the promotional activities of the orchestra, give interviews to media and otherwise promote the orchestra.

(b) **CONCERTMASTER**

**Eligibility:** The Concertmaster must have attained the age of eighteen years and must possess the experience and education necessary to perform the duties of the position.

**Selection, Duties and Tenure:** The Concertmaster will be an independent contractor selected by the Board of Directors and shall be contracted for no more than one concert season at a time. The concertmaster shall be recommended by a committee appointed by the Board of Directors in the event of a vacancy. The Concertmaster shall timely provide bowings and coordinate with the strings section leaders to set all of the bowings for the strings for each performance. The Concertmaster shall be the section leader of the First Violin section and shall perform the duties of the section leader of said section.

**ARTICLE VI – MEETINGS OF THE BOARD OF DIRECTORS**

*SECTION 1: MEETINGS*

- (a) **Bi-Annual Meeting:** The bi-annual meeting of the Board of Directors shall be held in May in alternating years at which time, the Board will vote to replace or retain officers and conduct other general business as it sees fit.
- (b) **Time and Location of Meetings:** The Executive Director shall choose the time and place of all meetings of the Board. Should the Executive Director refuse to set a time and place for meeting, with written notice to the officers and all directors at least one (1) week in advance, the Board of Directors may set a meeting for the sole purpose of setting the next meeting for which all the regular notice requirements for ordinary meetings shall be observed.
- (c) **Notice of Meetings:** At least 15 days written notice by mail or electronic means shall be given by the Executive Director to each Director and officer of the annual and regular meetings of the Board of Directors. In addition, all voting members shall be notified in writing by the Executive Director of the annual meeting at least (30) thirty days in advance thereof. Special or emergency meetings of the Board shall be called by the Executive Director at the request of any four (4) or more Directors with seven (7) days prior notice, unless, in the sole discretion of the Executive Director, the nature of the business to be conducted at such special or emergency meeting requires less notice. The Executive Director may, at any time, call a special or emergency meeting with the same notice requirements as a meeting called at the request of four (4) or more Directors. Any Director may waive notice of any meeting by submitting a signed waiver of notice whether before or after the meeting.
- (d) **Quorum for Transaction of Business:** Five directors shall constitute a quorum for the transaction of business at any official meeting of the Board. If a quorum shall not be present at a meeting, the Executive Director may open and adjourn such

meeting, but no official business requiring a vote may be conducted. All matters shall be decided by a simple majority vote of board members present at any meeting at which quorum is present, except as provided otherwise by statute, the Articles of Incorporation or these Bylaws.

- (e) Meeting Conduct: All meetings shall be conducted pursuant to Robert's Rules of Order.

## **ARTICLE VII – STANDING COMMITTEES**

### *SECTION 1: APPOINTMENTS*

Committee appointment(s) shall be made annually at the regular meeting before June 1<sup>st</sup> of each year, or as soon thereafter as possible. Except as provided hereinafter, such appointments shall be for one (1) year terms which may be renewed each year by the Board of Directors. Vacancies in committee office occurring prior to expiration of terms shall be filled in the same manner as initial appointments to committee offices.

- (A) *Nominations Committee*: The nominations committee shall be composed of four (4) members including a chair selected by the Board of Directors who shall prepare and submit to the Board of Directors slates of potential officers for the succeeding term as well as propose directors who may fill unexpired terms of any vacant director positions.
- (B) *Young Artists Competition Committee*: The Young Artists Competition Committee shall oversee the annual Young Artists Competition and shall be chaired by the Young Artists Committee Chairman.
- (C) Fund Raising
- (D) *Advisory*: The Advisory Committee shall have an informal membership comprised of former officers and Directors. The Advisory Committee shall meet at least twice annually and shall review all actions of the Board of Directors and shall make formal or informal recommendations to the Board of Directors and officers. The Advisory Committee shall advise all other committees it sees fit, including forwarding the names of potential officers or directors to the nominations committee.
- (E) Grant Writing
- (F) *General Qualifications of Committee Members*: Committee members shall be not less than eighteen (18) years of age and shall not have been convicted of any felony or misdemeanor involving moral turpitude.

## **ARTICLE VIII – DISCIPLINARY ACTIONS**

**EXECUTIVE SESSIONS:** For the sole purposes of considering disciplinary action against members, conferring with legal counsel concerning claims or litigation or discussing personnel matters, provided a quorum is present, the Board of Directors may, upon approval of a majority of the Directors in attendance at any regular or special meeting, enter upon executive session, which shall be conducted in private. Records of any proceedings in executive session shall be confidential, unless otherwise authorized by a majority of the Directors in such executive session.

### *SECTION 1: REMOVAL FROM MEMBERSHIP*

A voting member may be dropped from the membership roles for:

- (a) Failing to pay annual dues after not less than thirty (30) days written notice of default.
- (b) Any action which would reflect dishonor, discredit or disgrace upon the orchestra or which impedes the orchestra in fulfillment of its mission or purposes.
- (c) Failure of Board Members from attending at least 70% of the meetings of the Board of Directors during any calendar year.
- (d) Violation of Article II, *Statement of Nondiscriminatory Policy*, by a member or organization in the conduct of any business or activities of the Orchestra.

### *SECTION 2: DISCIPLINARY ACTION OTHER THAN REMOVAL FROM MEMBERSHIP*

For any action or inaction coming within the scope of Article VI, Section 1, the Board of Directors may reduce or suspend the voting privileges of any member in lieu of recall or removal. The Board may impose any other action or penalty in the discretion of the Board deemed inappropriate by the Board under the facts and circumstances of each case. Any such disciplinary action by the Board not specifically authorized in these Bylaws shall require a vote of at least five (5) directors.

### *SECTION 3: MEMBERSHIP RECALL*

Any membership may be recalled by a vote of five members of the Board of Directors at any regular or special meeting with cause as described by Section 1 above. The Board may but shall not be required to give prior notice of such recall, except as specified in Article VI, Section 1(a), hereof (failure to pay dues).

## **ARTICLE IX – METHOD OF AMENDING THE CONSTITUTION AND BYLAWS**



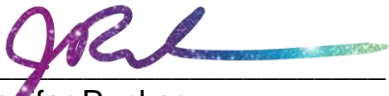
This Constitution and Bylaws may be amended by a vote of not less than five members of the Board of Directors or by a majority vote of members at the annual meeting or at any regular or special meeting called for that purpose, provided written notice of the proposed amendment has been presented to the membership in attendance at least one regular meeting prior to the vote, or written notice of such proposed amendment has been provided in writing to all voting members at least twenty-one (21) days prior to said meeting.

**ARTICLE X – DISPOSITION OF PROPERTY UPON DISSOLUTION**

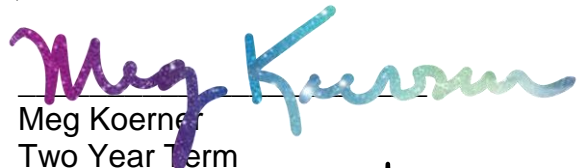
The Board of Directors shall liquidate the non-liquid assets of the corporation prior to dissolution. Upon the dissolution of the Corporation, all undisposed of property, funds or assets of any kind belonging to the Corporation shall be donated to a nonprofit corporation which will satisfy the intent of Section 501(c)(3) of the United States Internal Revenue Code and which are engaged in musical activities similar to the Oklahoma Community Orchestra.

**ARTICLE XI – RESOLUTION OF ADOPTION**

We, the undersigned members of the Board of the Oklahoma Community Orchestra, do hereby adopt these bylaws as the official Constitution and Bylaws of the Oklahoma Community Orchestra, Inc., this 2<sup>nd</sup> day of April, 2018.



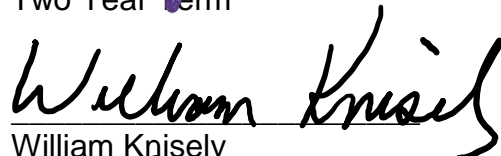
Jennifer Rucker  
Two Year Term



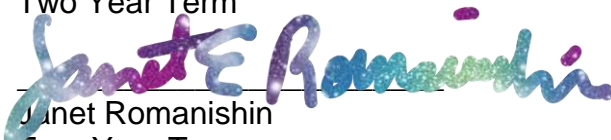
Meg Koerner  
Two Year Term



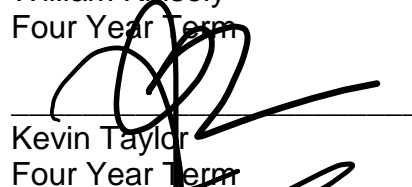
Gerald Warlick  
Two Year Term



William Knisely  
Four Year Term



Janet Romanishin  
Four Year Term



Kevin Taylor  
Four Year Term

Robert G. Carroll  
Six Year Term

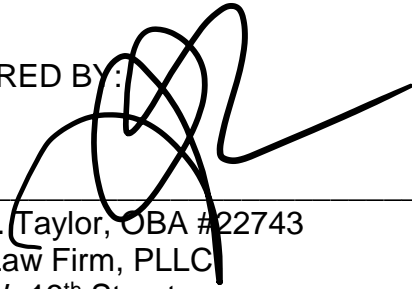


Richard Smith  
Six Year Term



Gail Yanko  
Six Year Term

PREPARED BY:



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