

BYLAWS OF DEXTER COMMUNITY ORCHESTRA

ARTICLE I – NAME

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

ARTICLE II - MISSION

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

OBJECTIVES. The objectives of DCO shall be

- (i) to create and maintain a non-profit community orchestra,
- (ii) to offer qualified instrumentalists from Dexter and surrounding communities an opportunity to perform symphonic music,
- (iii) to foster music education for both youth and adults, and
- (iv) to contribute to the enhancement of performing arts in the Dexter community.

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

ARTICLE III - DEFINITION OF TERMS

- A. "DCO" shall mean the Dexter Community Orchestra.
- B. "The Board" shall mean the Board of Directors of DCO.
- C. "Membership" shall mean all voting members of DCO, including musicians, the Music Director and members of the Board.
- D. "The Concert Season" shall refer to the period of DCO rehearsals and concerts, usually in the months of September through June.

ARTICLE IV – MEMBERSHIP

MUSICIANS. Any person interested in performing with the DCO shall be entitled to audition at the beginning of the concert season. Auditions at other times during the concert season will be held on an ad-hoc basis as required, and at the discretion of the Music Director.

AUDITIONS. The Music Director may form a committee to assist in judging auditions. All positions in the orchestra for which there are more applicants than positions shall be auditioned. Final decisions on the selection of orchestra members will reside with the Music Director.

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

MUSIC DIRECTOR. The Music Director shall preside at rehearsals and concerts, recommend special rehearsals, and oversee the musical quality of the Orchestra. The Music Director shall not make any decision having a financial impact on the Orchestra without prior approval of the Board of Directors.

The Music Director is appointed by the Board with the approval of a majority of Orchestra members. Each January, the Board may decide either to retain the current Music Director for the following Concert Season, or with the approval of a majority of Orchestra members, to begin a search for a new Music Director.

In the event of an actual or anticipated vacancy in the office of Music Director, the President shall appoint a committee to search for a new Music Director. The search committee shall post the position with regional professional organizations, review all applications received by the deadline, and select no more than four finalists. Each finalist shall, for one concert, select repertoire and conduct the orchestra in rehearsals and performance. After the last finalist's concert, the search committee, with the approval of majority of Orchestra members, shall select one finalist as the new Music Director.

ASSISTANT CONDUCTOR. The Music Director, with the approval of the Board, shall appoint an Assistant Conductor. If the Music Director becomes unavailable, the Assistant Conductor shall temporarily perform the duties of Music Director.

ARTICLE V - BOARD OF DIRECTORS

BOARD OF DIRECTORS. DCO shall be governed by a Board of Directors. The Board shall be responsible to the Membership for implementation of the stated purposes of DCO and shall provide guidance and direction to the Operating Officers.

MEMBERSHIP. The Board of Directors shall consist of 10 Directors. Directors shall be elected to *staggered* two-year terms at the Annual Meeting of the membership. Directors shall serve for terms of two years commencing immediately following the Annual Meeting election.

The Board Membership shall consist of the following:

- A. The four Operating Officers: President, Vice President, Secretary, and Treasurer. The President and Secretary shall be elected in even-numbered years. The Vice President and Treasurer shall be elected in odd-numbered years. Only prior Board members are eligible to stand as candidates for the position of President.

- B. Six Members-at-Large elected for a term of two years commencing immediately following their election. Three representatives shall be elected each year.

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

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

At least half of the Board members must be members of the Orchestra.

The Board shall be elected by the orchestra membership with at least one of the operating officers elected from the Orchestra membership.

ARTICLE VI - OPERATING OFFICERS

The Operating Officers (President, Vice President, Secretary and Treasurer) shall be responsible for carrying out the day-to-day business and operational activities of DCO.

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

VICE PRESIDENT. The DCO Vice President shall act as the primary direct link between the Board of Directors and the membership of the Orchestra. In event of the President's absence, the Vice President shall act for and assume the responsibilities of the President. In event of the President's resignation, the Vice President will assume the role of President.

SECRETARY. The Secretary shall record minutes of all meetings and maintain records of the organization. The secretary shall give notice of all meetings including the Annual Meeting and meetings of the Board of Directors. The secretary shall also serve as Chair of the Nominating Committee, reporting a slate of candidates for all vacancies to the Board at least two months prior to the elections to be held at the annual meeting.

TREASURER. The DCO Treasurer shall be a Legal Signatory of the organization, shall collect, disburse and account for all DCO funds and be responsible to the Board for all financial activities of DCO. This shall include the timely filing of all necessary Federal and State tax returns and financial forms. The Treasurer shall report the status of finances of DCO at each Board meeting and work with the Budget Committee to prepare an annual projected budget of expenses and disbursements for each project program of DCO before the last Board meeting prior to the annual membership meeting each year. The Treasurer shall have custody of and shall have the power to endorse for transfer on behalf of the Corporation, stock, securities or other investment instruments owned by the Corporation.

ARTICLE VII – MEETINGS

ANNUAL MEETING. An Annual Meeting shall be held each year shortly after the final performance of the Concert Season to hear reports of the Operating Officers and various committees and to act upon any general business, including elections, of DCO. Musical programming for the subsequent season, as decided by the Music Director with consultation of the Orchestra, will be announced at the annual meeting. The Annual Meeting shall be chaired by the President or duly appointed designee, and shall proceed by *Robert's Rules of Order, Newly Revised*.

A quorum for the annual meeting shall consist of either thirteen members or twenty five percent of the Membership, whichever is smaller.

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

BOARD OF DIRECTORS MEETINGS. The Board of Directors shall have regular meetings as necessary, separate from the annual or emergency meetings to discuss and implement goals for DCO, to give guidance to the Operating Officers and Music Director, and to prepare for subsequent meetings. Board meetings shall be chaired by the President as the Board Chair and conducted according to *Robert's Rules of Order, Newly Revised*. A quorum for the Board of Directors is a simple majority of the elected Directors. Board meetings will be open to members of the Orchestra unless the Board by majority vote has chosen to hold an executive session.

MEETING NOTICES. An announcement of each Annual Meeting, which shall include an accompanying statement of purpose, shall be presented to the membership at least two weeks prior to the date of the meeting. The Board shall make a reasonable attempt to notify all eligible members through any or all of the following methods: the DCO Internet home page, verbal announcements at rehearsals or concerts; telephone messages; distribution of written announcements by hand or mail; email. The announcement shall include the nomination committee's proposed slate of candidates for election to the following year's Board.

ARTICLE VIII- COMMITTEES

STANDING COMMITTEES:

1. **NOMINATING COMMITTEE.** A Nominating Committee shall be appointed by the DCO President and approved by Board of Directors at least two months prior to the Annual Meeting election.
 - a. **MEMBERSHIP.** The DCO Secretary shall chair this committee with at least two other Board members, at least one of whom must be an Orchestra member, appointed by the President and approved by the Board.

- b. **DUTIES.** The duties of this committee shall include the preparation of a list of nominees for DCO vacant offices including Operating Officers and Orchestra Board Representatives according to the two year rotating term schedule.
- 2. **BUDGET COMMITTEE.** The Budget Committee shall prepare an Annual Projected Budget and shall review budget procedures annually.
 - a. **MEMBERSHIP.** The Budget Committee shall be chaired by DCO Treasurer, and membership may include representatives from the Orchestra.
 - b. **DUTIES.** The Budget Committee shall prepare an Annual Projected Budget for approval by the Board at its last meeting prior to the annual meeting. The budget should contain budget amounts projected for each major budget program of DCO.
- 3. **BYLAW REVISION COMMITTEE.** A Bylaw Committee shall be appointed by the DCO President at least two months prior to the Annual Meeting to review and rewrite Bylaws as necessary and according to the provisions for revision in these Bylaws.
 - a. **MEMBERSHIP.** The Bylaws committee shall be chaired by the DCO President and may have members from the Board representing the Orchestra and Dexter community.
 - b. **DUTIES.** The duties of the Bylaws Committee shall include yearly reviews of the Bylaws and written changes to be proposed to the Board in time for notification of the Membership before the Annual Meeting.
- 4. **AD HOC COMMITTEES.** Ad Hoc Committees may be appointed by the President at any time in order to carry out any legitimate business of DCO.

ARTICLE IX - AMENDMENT OF BYLAWS

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

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

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

DISSOLUTION. Dissolution of DCO requires a 90% vote at an annual meeting with a 50% quorum of current members. In the event of dissolution, all of the real assets of DCO shall be distributed to one or more non-profit corporations which satisfy the intent of section 501(c)(3) of the United States Internal Revenue Code and are engaged in similar musical

activities. No member or Officer of DCO shall realize any financial gain as a result of this dissolution.

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

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

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

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

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