

BYLAWS

Prince George's Philharmonic

A 501(c)(3) Corporation
Federal Tax ID # 52-1086858

Article I: Name

This organization shall be known as the Prince George's Philharmonic, incorporated under the laws of the state of Maryland. (In these Bylaws, the Prince George's Philharmonic is also referred to as the "Philharmonic" and the "Corporation").

Article II: Purpose

The purpose of this corporation is to maintain a symphony orchestra, to provide symphony concerts that shall be of cultural and educational value in and for the community, and to foster instrumental music education in Prince George's County.

Article III: Membership

Section 1. Members

Members shall consist of individuals who perform in the orchestra or who contribute annually to the Philharmonic money, goods, or services with a value of at least \$500 or its equivalent.

Section 2. Voting

Each qualified member shall have one vote at any membership meeting.

Section 3. Membership Meetings

An Annual Meeting of the Membership shall be held during the month of June at a time and place to be set by the Board of Directors. A Special Meeting of the membership may be called by the President, by the Board of Directors, or [by the Secretary] upon written request of not less than one third of the voting members. A quorum for conduct of business of the Philharmonic shall consist of no fewer than six members.

Section 4. Notice of Meetings

At least two weeks written notice of time and place shall be given for Annual and Special Meetings. Notice of the Annual Meeting shall include a report from the Nominating Committee which shall include names of persons recommended as new members of the Board of Directors. At Special Meetings no other business may be transacted than that indicated in the notice of the meeting.

Article IV: Board of Directors

Section 1. Number of Directors and Terms of Office

There shall be no fewer than nine Directors, in addition to any persons who are Directors *ex-officio*. Election to the Board will ordinarily take place at the Annual Meeting of Members of the Philharmonic; however, the Nominating Committee may also present the name of a prospective Director to the Board at other times of the year. In such a case, the Board may elect the new Director, with formal ratification taking place at the next full meeting of the Philharmonic. The Board may also fill vacancies.

A minimum of four representatives of the Prince George's Philharmonic Orchestra who are playing members of the orchestra and are elected by the actively playing membership of the orchestra, shall be members of the Board of Directors at all times.

Section 2. Resignation and Removal

The Board of Directors may declare the place of any Director vacant if that Director misses three consecutive regular meetings of the Board without a cause deemed sufficient by the Board. The President shall notify the Director of this decision in writing.

Any Director may resign by giving written notice of his or her resignation to the Board or to the President or Secretary of the Board. Such resignation shall take effect at the time specified in the notice and the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed, with or without cause, by a two-thirds vote of the Directors then serving in office.

Section 3. Corporate Responsibilities of the Board

The Board of Directors shall have and exercise all the usual powers of Directors of a business corporation and the immediate government and direction of the affairs of the Corporation. They shall make all rules and regulations which they deem necessary or proper for the government of the Corporation and for the due and orderly conduct of its affairs and the management of its property, consistent with the Articles of Incorporation and the Bylaws of the Corporation. They may exercise all powers not expressly given to the members.

Section 4. Board Meetings

The Board of Directors shall meet immediately following the Annual Meeting of Members, or no later than June 30, and elect officers for the ensuing year, and thereafter at least once every quarter and at such other times and places as the President or the Board of Directors may direct. At meetings of the Board a quorum shall consist of one-third of the Directors, but never fewer than five. At all meetings of the Board business shall be transacted by a majority vote of all the Directors present. Any action so taken shall be deemed the action of the full Board. At such meetings, voting cannot be by proxy.

No meeting of the Board of Directors shall be open to non-members, with the exception that guests may be invited to attend at the discretion of the presiding officer.

Section 5. Financial Considerations

Directors shall be expected to contribute to the Philharmonic. No voting Director shall receive compensation for services as a Director.

Section 6. Honorary Board of Directors

Honorary members of the Board of Directors may be nominated by any member of the Board and elected at any of its regular meetings. Honorary members may attend any and all Board of Directors meetings as non-voting members.

Section 7. Ex-Officio Members

The Executive Director, Music Director, and Education Director shall be *ex-officio*, non-voting members of the Board of Directors.

Article V: Officers

Section 1. Election and Terms of Office

The Officers shall be a President and at least one Vice-President elected by the Directors from their number; a Treasurer, and a Secretary, who may or may not be members. They shall be elected by the Directors for a term of one year extending from July 1st to June 30th, and shall serve until their successors are duly elected and have qualified. Such election shall be held by the Directors at their first meeting following the Annual Meeting of Members, and shall be based on nominations made from the floor by any Director, with the consent of the nominee.

Any vacancy during a term shall be filled at the next meeting of the Board by direct election.

Any Officer may be re-elected for an additional term or terms.

Section 2. Resignation and Removal

Any Officer may resign by giving written notice of his or her resignation to the Board or to the President or Secretary. Such resignation shall take effect at the time specified in the notice and the acceptance of such resignation shall not be necessary to make it effective.

Any Officer may be removed, with or without cause, by a two-thirds vote of all the Directors then serving in office.

Section 3. President

The President shall preside at all meeting of the Board of Directors and of the Executive Committee at which he or she is present. The President shall perform all duties incidental to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time. The President shall, with the advice and counsel of the Board of Directors, determine committees, set forth their duties, and appoint committee chairmen. The President shall be an *ex-officio* member of all committees except the Nominating Committee.

The President shall submit at each Annual Meeting of the Members of the Philharmonic a report of the operations for the year and of the state of the Philharmonic's affairs and shall report to the members at that time all matters of interest to the Philharmonic.

Section 4. Vice President

The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President shall also generally assist the President and have such other powers and perform such other duties as may from time to time be designated by the President or by the Board.

Section 5. Secretary

The Secretary shall keep the minutes of the Board of Directors' meetings and of Executive Committee meetings, and shall make these minutes available to all members of the Board. The Secretary shall see that all notices are duly given in accordance with these Bylaws and as required by law. The Secretary shall keep a register of the post office address of all Directors, which shall be supplied by each Director. In general, the Secretary shall perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

At the discretion of the Board, the responsibilities of the Secretary may be divided between a Recording Secretary and a Corresponding Secretary.

Section 6. Treasurer

The Treasurer shall have charge and custody of, and be responsible for, all the funds of the Philharmonic, and shall be responsible for the keeping of accurate and adequate records of the assets, liabilities, and transactions of the Philharmonic. The Treasurer shall deposit, or cause to be deposited, all monies and other valuable effects of the Philharmonic in the name of and to the

credit of the Philharmonic in such banks, trust companies, or other depositories as may be designated from time to time by the Board of Directors. The Treasurer shall disburse, or cause to be disbursed, the funds of the Philharmonic based upon proper vouchers for such disbursement.

The Treasurer shall render reports to meetings of the Board of Directors and the Executive Committee and to the members of the Philharmonic at the Annual Meeting.

The Treasurer shall be a member of the Finance Committee.

The Treasurer and any other designated individuals responsible for the handling of the funds of the Philharmonic shall be bonded.

Section 7. Compensation

The Directors may determine whether any and what compensation shall be paid to any Officer who is not also a Director, for services rendered.

Article VI: Committees

Section 1. Standing and Ad Hoc Committees

There shall be four standing committees: the Executive Committee, the Nominating Committee, the Personnel Committee, and the Finance Committee. The President shall establish and appoint such additional committees as may from time to time be necessary to supplement the activities of the Philharmonic.

Section 2. Executive Committee

The Executive Committee shall consist of the Officers of the Board of Directors and the Executive Director. The Executive Committee shall have and exercise in the intervals between meetings of the Board of Directors, all powers of the Board which may lawfully be delegated in the management of the business and affairs of the Corporation, or such lesser powers as the Board of Directors may designate by their majority vote. A quorum of the Executive Committee shall consist of three members. It shall meet at the call of the President.

The President may request the attendance at an Executive Committee meeting of any other Director whose duties are pertinent to items on the agenda.

All action by the Executive Committee shall be reported to the Board of Directors at its next meeting and shall be subject to approval by the Board.

Section 3. Nominating Committee

A Nominating Committee consisting of no fewer than three members shall be appointed by the President from the members of the Board of Directors at the first regular meeting of the Board after July 1.

The duties of the Nominating Committee shall be as follows:

- (A) The Committee shall review regularly the needs of the Corporation in regard to Board membership and shall propose a slate of nominees for election as Directors at each Annual Meeting of Members of the Philharmonic or at any meeting of the Board at which Directors will be elected.
- (B) The Committee also shall nominate Directors and/or Officers to fill vacancies occurring for whatever reason during the year.

Section 4. Personnel Committee

A Personnel Committee consisting of three members shall be appointed by the President from the members of the Board of Directors. The Personnel Committee shall be responsible for administering personnel policies and procedures. It shall review personnel policies and salaries annually and make recommendations to the Board.

The Committee will meet at least once a year with the Music Director, the Executive Director, and the Education Director, prior to the Annual Meeting of the Membership, to review contracts and duties, and will present recommendations to the Board. This Committee will be the liaison between the Board of Directors and these employees. The Committee, together with the Music Director, the Executive Director, and the Education Director, shall establish guidelines for personnel policies and salaries of the employees whom they supervise.

Section 5. Finance Committee

The President shall appoint a Finance Committee, consisting of the Treasurer and two other members of the Board of Directors. The Finance Committee shall work with the Music Director and the Executive Director in the preparation of an annual budget, shall review the finances of the Philharmonic on a regular basis, and shall make recommendations to the Board of Directors.

The Finance Committee shall be responsible for having an audited financial statement prepared at the end of each fiscal year, and at any other time the Board shall request such a statement.

Article VII: Staff

Section 1. Music Director

The Music Director is hired by and is directly responsible to the Board of Directors. The Music Director shall be responsible for selecting and dismissing orchestra members and for designating the assistant conductor, the concertmaster, and principal players. The Music Director shall be directly responsible for the general musical direction of the orchestra. The Music Director shall be an *ex-officio*, non-voting member of the Board.

The Music Director may be removed by the Board of Directors for just cause by a majority of the Board eligible to vote. At least thirty days' notice shall be given to all Directors notifying them that such action will be taken.

Section 2. Executive Director

The Board of Directors shall employ an Executive Director who shall be responsible for the day-to-day management of the Philharmonic and who shall perform all acts and duties as directed by the Board of Directors on behalf of the Philharmonic insofar as may be consistent with these Bylaws and to the extent authorized or permitted by law. The Executive Director shall be responsible for the arrangements for concert performances. He or she shall engage and supervise any volunteer office assistants and any authorized employees. The Executive Director shall be an *ex-officio*, non-voting member of the Board.

The Executive Director shall have charge of the books, records, and papers of the Philharmonic relating to its organization as a corporation and shall see that all reports, statements, and other documents required by law are properly kept or filed, except those that are to be kept or filed by the Treasurer.

The Executive Director shall be bonded.

The Executive Director may be removed by the Board of Directors for just cause by a majority of the Board eligible to vote. At least thirty days' notice shall be given to all Directors notifying them that such action will be taken.

Section 3. Education Director

The Board of Directors shall appoint an Education Director who shall be responsible for administering the Ann Gentry Educational Outreach Program and other educational activities of the orchestra, pursuant to the direction of the Board.

Article VIII: Contracts and Trusts

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Philharmonic, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Philharmonic by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

The Board of Directors is authorized to establish and supervise trust funds for the benefit of the Philharmonic and its related activities.

Article IX: Fiscal Year

The fiscal year of the Philharmonic shall begin on the first of July and end on the thirtieth of June.

Article X: Amendments

These Bylaws may be amended at any Annual Membership Meeting or at a Special Meeting of the Members of the Philharmonic called for the purpose, but no amendment shall be in order at any meeting unless at least 30 days previous notice of the nature of the proposed amendment has been given by mail to all members.