# THE FRIENDS OF

**THE SAINT PAUL CHAMBER ORCHESTRA BYLAWS**

**Incorporated in 1984**

**ARTICLE I MEMBERS**

SECTION 1.1 Qualification, Term of Office: Any person who has paid the annual membership dues shall be a member for the year for which the membership dues were paid and shall be entitled to one (1) vote at all meetings of members during that year.

The Board of Directors may establish classes of membership in accordance with the amount of the contribution made by a member, but each member, regardless of class, shall have only one (1) vote at all meetings of members.

SECTION 1.2 Removal of A Member: Any person whose membership in this corporation is deemed to be detrimental to the welfare of this corporation may be removed as a member of this corporation at any time by the affirmative vote of a majority of the Board of Directors.

SECTION 1.3 Membership-Annual Dues: The annual dues of new members who join the Friends on or after April 1 of any given year will be applied to the following fiscal year. The fiscal year is from July 1 to June 30. This is permitted only for new members.

# ARTICLE II MEETINGS OF MEMBERS

SECTION 2.1 Place of Meetings: All meetings of the members shall be held at the registered office of this corporation, or at such other place either within or out of the State of Minnesota, as may be fixed by the Board of Directors at least thirty (30) days in advance of the meeting.

SECTION 2.2 Annual Meeting: The annual meeting of the members shall be held on such date as shall be fixed by the Board of Directors at least thirty (30) days in advance of the meeting, for the election of directors and the transaction of such other business as may come before the meeting; provided, however, that no business, with respect to which special notice is required by law, shall be transacted at any annual meeting unless such notice shall have been given.

SECTION 2.3 Special Meeting: Special meetings of the membersfor any purpose or purposes may be called at any time by the president(s) or, in the absence of the president(s), by the recording secretary(ies),upon written request of not less than two-thirds of the members. Business transactions at all special meetings shall be confined to the purposes stated in the call and notice thereof.

SECTION 2.4 Notice of Meetings: Date, time and place of each meeting of members should be set at the beginning of the fiscal year, properly addressed according to the last available authorized information to each member entitled to vote at the meeting, and delivered or mailed not less than twenty-one (21) days before the first meeting, excluding the day of the meeting. Member notification may be done by electronic mail when members have consented to such a notice.

SECTION 2.5 Voting Rights: At each meeting of the members, each member shall be entitled to vote in person or by proxy evidenced by an instrument in writing subscribed by such members and filed with the recording secretary(ies) of this corporation at or before the meeting. All elections shall be held and, unless a greater plurality is otherwise required by law or by the Articles of Incorporation or by the Bylaws, all questions shall be decided by a majority vote of those members present.

SECTION 2.6 Quorum: Ten percent (10%) of the members present in person or represented by proxy shall be requisite to and shall constitute a quorum for the transaction of business. When a quorum is not present at any meeting, the meeting may be adjourned from time to time for that reason. This applies to the meetings of the Board of Directors and the Annual Meeting.

SECTION 2.7 Electronic Voting: The use of electronic voting is authorized for any purpose or process described in these Articles. Electronic voting is the casting of a ballot by electronic devices, such as computers that are (1) capable of written or printed reproduction, (2) capable of verification of sender’s and receiver’s identities, (3) capable of safeguarding confidentiality of the sender’s information, and (4) capable of electronic storage. The Board shall decide when electronic voting is appropriate as a means of casting ballots or votes. The use shall be at the option of the member for any such occasion. If a member declines, it will be the duty of the recording secretary(ies) to provide such member with a paper ballot and allow sufficient time for the member to return it by U.S. mail or personal delivery.

# ARTICLE III BOARD OF DIRECTORS

SECTION 3.1 The general management of the affairs of the corporation shall be vested in a Board of Directors. A director must be a member in good standing. The number of directors shall be not fewer than twelve (12) or more than fifty (50) as determined from time to time by a majority of the directors then in office.

SECTION 3.2 The directors shall be elected by the members at their annual meeting. Except in the case of a director who is elected to fill an unexpired term, the term of office of a director shall be two (2) years. A person may leave the directorship at the end of their two-year term or may choose to be re-elected by the members at the annual meeting, if re-election is approved by a majority of the directors then in office. A director may serve three (3) consecutive two (2)-year terms. The director will then rotate off the Board for at least one year before accepting nomination and re-election. A Board Member’s tenure may be extended if s/he accepts the nominating committee’s request to serve as president, co-president, treasurer or assistant treasurer. Upon election, a new term rotation begins.

SECTION 3.3 If the office of any director becomes vacant for any reason, the remaining directors may elect a successor to fill the unexpired term. No director may transfer, voluntarily or involuntarily, his or her directorship or any rights arising there from and all such rights shall cease upon termination of his or her directorship. A director whose continued service is deemed to be detrimental to the welfare of the corporation may be removed as a director at any time by the affirmative vote of a majority of all the other directors.

SECTION 3.4 Annual Meetings: The annual meeting of the Board of Directors and members shall be held before the end of the fiscal year (June 30) for the purpose of the election of the officers for the ensuing year and to transact such other business as may properly come before the meeting. All business and nominations to be voted on by the members are to be mailed no later than 30 days in advance of the annual meeting.

SECTION 3.5 Regular Meetings: Regular meetings of the Board of Directors shall be held as determined by the Board of Directors.

SECTION 3.6 Special Meetings: Special meetings of the Board of Directors may be called by the president or co-president on twenty-four (24) hours’ notice to each director in the most efficient manner. Special meetings shall be called by the president(s) or recording secretary(ies) in like manner and on like notice on the written request of any three (3) officers.

SECTION 3.7 Meetings by Telephone or Other Similar Communications Equipment: Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

SECTION 3.8 Notice of Meetings: Except as otherwise provided in these Bylaws or Bylaw, notice shall be given to each member of the Board of Directors of the time and place of each meeting of the Board of Directors, but any member of the Board of Directors may, in writing, either before or after the meeting, waive notice thereof; and without notice any member of the Board of Directors, by attendance at any meeting, shall be deemed to have waived notice thereof.

SECTION 3.9 Voting: Proxies shall not be permitted at meetings of directors. Unless otherwise provided by law, a majority of the votes cast shall govern in every election and matter voted upon.

SECTION 3.10 Executive Committee: The president or co-presidents may select not fewer than three (3) nor more than twelve (12) of their Board of Directors to constitute an executive committee, which shall have and exercise the authority of the Board of Directors in the management of the business of the corporation. Any such executive committee shall act only in the interval between meetings of the Board of Directors and shall be subject at all times to the control and direction of the Board of Directors. A majority of the executive committee shall constitute a quorum. A majority of the votes cast shall govern in every matter voted upon.

SECTION 3.11 Other Committees: From time to time, the Board of Directors may create such standing and special committees as they may see fit, may designate the duties and powers of such committees, and shall elect the members thereof; provided, however, that no such committee shall be given authority to amend the Articles of Incorporation or to amend the Bylaws of the corporation.

Standing committees shall include Finance, Membership, Bylaws and Nominating Committees.

Each such committee created from time to time by the Board of Directors shall submit to the Board of Directors each year at the annual meeting of the Board of Directors or at such other meeting(s) as the Board of Directors may designate, a report of the actions and recommendations of such committees.

Members of committees need not be members of the Board of Directors. One-third (1/3) of the members of a committee shall constitute a quorum.

Finance Committee membership should consist of at least five of any of the following:

at least one President, the Treasurer, the Assistant Treasurer, a Competition Chair, and at-large members as determined by the Nominating Committee.

# ARTICLE IV OFFICERS

SECTION 4.1 Designation and Election: The officers of this corporation shall be a president or co-presidents, recording secretary(ies), corresponding secretary, a treasurer, an assistant treasurer and such other officer or officers as the Board of Directors may, from time to time, determine. All officers shall hold office at the pleasure of the Board of Directors. If any vacancy shall occur among the officers, it shall be filled by the Board of Directors. An officer shall hold any one office for a term of two (2) years and may be re-elected by a majority of the directors then in office.

SECTION 4.2 Duties of President or Co-Presidents: The President shall be the chief executive officer and shall preside at all meetings of the members of the Board of Directors, and of the executive committee. The President shall have general charge, supervision and control of the business and affairs of this corporation subject, however, to the control of the Board of Directors. In the event of Co-Presidents these duties and responsibilities shall be shared.

In the absence or termination of the President’s term during the President’s first year of office, the immediate past president will resume the duties of President. If the immediate past president is unavailable to fulfill the duties of the President, the succession will pass to the President-elect and then to the Recording Secretary, in that order. If absence or termination occurs during the President’s second year of office, the President-elect will assume the duties of the President, followed by the Recording Secretary.

SECTION 4.3 Duties of Recording Secretary or Co-Recording Secretaries: The Recording Secretary shall attend all meetings of the Board of Directors and all meetings of the members, and record all votes and keep minutes of all proceedings. In the event of co-recording secretaries these duties and responsibilities shall be shared.

SECTION 4.4Duties of Corresponding Secretary: The Corresponding Secretary is responsible for sending notes/cards to members of the Friends of the SPCO as directed by the president or co-presidents.

SECTION 4.5 Duties of Treasurer: The Treasurer shall have custody of this corporation’s funds and securities and shall keep full and accurate account of the receipts and disbursements in books belonging to this corporation, and shall deposit all monies and other valuable effects in the name and to the credit of this corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall abide by the Fiscal Policies established by this organization at all times and shall be responsible for filing all state and federal taxes, for filing the charitable organization annual report to the Attorney General, for purchasing and maintaining appropriate insurance, for preparing the records for audit and for compiling comprehensive monthly and annual financial reports of this organization’s economic activity. The Treasurer shall work closely with the Assistant Treasurer. An Assistant Treasurer shall perform the duties of the Treasurer during the Treasurer’s absence or disability and chair the Finance Committee. The Assistant Treasurer will be responsible for the annual audit.

SECTION 4.6 Removal of Officers: Any officer may be removed by the Board of Directors with or without cause by a two-thirds vote of the Board of Directors.

SECTION 4.7 Special Powers: Any officer may be vested by the Board of Directors with any power and charged with any duty not contrary to law or inconsistent with the Articles of Incorporation of this corporation or these bylaws.

# ARTICLE V INDEMNIFICATION

SECTION 5.1 The corporation shall indemnify each person who is or has been a member, director, officer or employee of this corporation and each person who is serving or has served at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all costs and expenses (including without limitations, attorney’s fees, judgments, fines and amounts paid in settlement) paid or incurred by such person to the fullest extent to which directors, officers and employees may be indemnified under the provision of Minnesota Statutes, Section 300.083, or any amendments thereof or substitutions therefor. The corporation may purchase and maintain such insurance as it deems appropriate to insure it against the costs and expenses it may sustain in making on behalf of any person who may be indemnified to the extent of his right to indemnity under this section.

SECTION 5.2 The Friends of The Saint Paul Chamber Orchestra is a registered 501(c)

(3) non-profit organization.

# THE FRIENDS OF

**THE SAINT PAUL CHAMBER ORCHESTRA POLICIES**

1. **Policies and Procedures**
   1. It shall be the duty of the Bylaws and Policies Committee to evaluate and revise policies yearly and to present to the Board of Directors any recommendation of changes, deletions or additions.
   2. Written notice of any Bylaw or policy change shall be mailed to the Board of Directors at least twenty-one (21) days before the scheduled board meeting and shall require a majority vote to pass.

# Advisory Council

* 1. The Advisory Council shall be made up of past presidents of The Friends of the Saint Paul Chamber Orchestra. They may attend Board of Directors meetings. They may also serve as advisors upon the request of the President(s) and/or the Board of Directors and are welcome to take part in all activities.

# Nominating Committee

* 1. The Nominating Committee shall consist of the chairman, three (3) members from the Board of Directors and at least one (1) member-at-large. The Chairman shall be the immediate past president. Members may not serve two consecutive years on this committee. The sitting president or co-presidents may serve as ad hoc members of this committee.
  2. The Nominating Committee shall adopt the procedures for nominating the officers and directors and shall present the proposed slate to the Board of Directors in advance of the mailing of business documents to the members prior to the Annual Meeting.
  3. The Nominating Committee is a standing committee.

# Rules of Order

* 1. Unless otherwise specified, Robert’s Rules of Order Newly Revised shall prevail at all meetings of the Board of Directors and of members of The Friends of The Saint Paul Chamber Orchestra.

# Audit

* 1. The Treasurer shall be responsible in securing an annual internal audit of the books. If need arises, a professional audit/review may be requested by the Board of Directors. Either audit shall be undertaken by August 30 following the end of the fiscal year.

# Policy Regarding Expenditure Decisions

* 1. All expenditures of $1,000.00 or more must be verified by the appropriate committee chair to the Treasurer before being paid.
  2. Presidential and Executive Committee approval is required before incurring any expenses 20% or more over budget.
  3. Any new proposed expenditures over $3,000.00 require approval by the Board of Directors.

# Budget

* 1. The fiscal year shall be July 1 to June 30.
  2. A proposed yearly budget will be prepared by the Finance Committee and recommended to the Board of Directors for approval at the first fall meeting of this organization.

# League of American Orchestras

* 1. This organization will maintain a membership in the League of American Orchestras (LAO) and will sponsor no more than two (2) delegates to the LAO Convention. This includes a stipend as allowed by the budget.

# Honors and Awards

* 1. Ultimate Friend(s) - The Ultimate Friend Award is presented to a person(s), corporation or a community entity that has demonstrated exceptional support and extraordinary service to furthering the mission of the Friends. The recipient(s) is/are selected by the Executive Committee of the Board of

Directors. The Ultimate Friend Award shall be presented to the recipients at the Annual Meeting of the Friends.

* 1. Director Emerita/Emeritus - Director Emerita/Emeritus of the Board is an award of high distinction bestowed upon a person who has given meritorious service to the Friends over a long period of time. The Board of Directors will accept nominations and select the individual(s) with a majority vote. The position will be held for life and dues are waived. The individual(s) will be honored at the annual meeting.

# Memorials

In addition to the Officers and Directors of the Friends, a Corresponding Secretary, working closely with the President(s), handle(s) acknowledgements, memorials and gifts of flowers according to the following guidelines:

* 1. Memorials of $100.00 will be donated to The SPCO acknowledging the death of (1) current Friends’ board members; (2) past Friends’ board Presidents; and

(3) St. Paul Chamber Orchestra musicians.

* 1. Memorials of $25.00 will be donated to The SPCO acknowledging the death of
     1. current Friends’ members; (2) spouse or child of a Friends’ member; and

(3) spouse or child of a St. Paul Chamber Orchestra musician.

* 1. The President(s) will decide when it is appropriate to send flowers