

**MADISON CITY COMMUNITY ORCHESTRA
BY-LAWS**

**ARTICLE I
PURPOSES**

The general purposes of this orchestra shall be to foster the development, in the community, of an appreciation for the musical arts. This shall be accomplished by promoting and producing musical productions and entertainments and by taking part in activities toward that end. In addition, it is part of the mission and vision to provide an education of orchestral arts to not only the community but the players as well.

**ARTICLE II
GENERAL MEMBERSHIP**

Section 1. Eligibility for Membership. All persons shall be eligible for membership in the Orchestra by complying with such membership requirements as set forth in these By-Laws. The Conductor has the authority to receive new members by audition, if the Conductor so desires. Members must have a minimum of 4 years playing experience on this chosen instruments to play in MCCO or be given an exemption, at the Director's discretion.

Section 2. Expulsion. When the Board of Directors shall become satisfied that any member has engaged in a course of action detrimental to the image of the orchestra or otherwise disqualified himself or herself for membership, the member may be expelled from the Orchestra by a 2/3 vote of the entire Board of Directors. No member shall be expelled without being allowed to come before the Board of Directors in his or her own defense.

**ARTICLE III
FISCAL YEAR**

The fiscal year of the orchestra shall be from 1 August of the current year to 31 July of the following year.

**ARTICLE IV
BOARD MEMBER REQUIREMENTS**

A Board Member must be active in organizational planning and decision making. Board Members must exercise reasonable care when making a decision for the organization. Reasonable care is what an "ordinarily prudent" person in a similar situation would do.

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A Board Member must never use information gained through his or her position for personal gain and must always act in the best interests of the organization. Board Members must avoid conflicts of interest or the appearance of conflicts.

An MCCO member whether they be a musician only or a Board Member must never disregard, be disrespectful or be abusive to other Board Members or the musicians. Doing so is grounds for immediate dismissal from the MCCO, at the discretion of the Board of Directors.

A Board Member must be faithful to the organization's mission and willing to help achieve, to the highest level, the mission of the Orchestra. He or she cannot act in a way that is inconsistent with the organization's goals.

A Board Member must assist in fundraising and helping the orchestra maintain solvency.

ARTICLE V BOARD MEMBER ROLES AND RESPONSIBILITIES

The entire membership of the Board of Directors shall include the offices of President, Vice President, Secretary, Treasurer, General Manager, Marketing Director, Fundraising Director, Librarian, Web Master, Conductor, Assistant Conductor, and Student Representative.

An officer shall serve for as long as they desire, however, each year anyone interested in becoming an officer may run for the position. There is no limit to the number of terms an officer can serve.

Section 1. President. The President shall be the chief executive officer of the orchestra, preside at all meetings of the members and Conductors, shall be an ex-officio member of all committees, and perform such other duties as are appropriate to the office of President. The President shall be responsible for scheduling all Board of Director meetings, resolving conflicts among Board of Directors members and orchestra members. At the expiration of his or her office, the President shall deliver to his or her successor all funds and other property related to the office of President.

Section 2. Vice-President. In case of death, resignation or other disability of the President, the Vice President shall succeed and perform all duties and be vested with all authority pertaining to the office of President. In the event the Vice President should not be able to serve as President, the members will elect a successor. The Vice-President shall be responsible for organizing, writing/publishing criteria, maintaining, and conduct the process for Scholarships. At the expiration of his or her office, the Vice President shall deliver to his or her successor all funds and other property related to the office of Vice President.

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Section 3. Secretary. The Secretary shall attend all meetings and take minutes/recap minutes and maintain permanent records of such meetings. In addition, the secretary will provide meeting minutes to the Web Master for upload as required by the IRS. The Secretary shall be responsible for the MCCO Bylaws document including authoring with input from the BOD, maintaining /publishing the document, and periodic updates as needed. At the expiration of his or her office, the Secretary shall deliver to his or her successor all things related to the office of Secretary.

Section 4. Treasurer. The Treasurer shall keep an account of all monies received and expended, make periodic reports to the Board of Directors and full membership with respect to the financial condition of the orchestra, be responsible for maintaining the financial records of the orchestra and other receipts, and be authorized to sign checks all checks for Orchestra expenditures. All funds in his or her hands shall be under the supervision and control of the Board of Directors. In addition, the Treasurer shall be responsible for obtaining and maintaining a property insurance policy to equal the purchase of new equipment costs. The Treasurer shall be responsible for preparing proposals for funding requests from the City of Madison and for maintaining memberships to the Madison Chamber of Commerce and Arts Council. The Treasurer shall be responsible for obtaining, distributing, and collecting funds for the MCCO casual uniform. At the expiration of his or her office, the Treasurer shall deliver to his or her successor all funds and other property related to the office of Treasurer.

Section 5. General Manager. The General Manager shall maintain a roster of all of the members of the orchestra, ensure setup is accomplished for each rehearsal and coordinate with the Conductor to handle all incoming new member requests and current member concerns or questions. The General Manager shall be responsible for preparing the rehearsal schedule with input from the Director, sending the schedule to the orchestra members, and sending out reminder notices. The General manager shall also be responsible for writing, preparing, and distributing the Quarterly Newsletter. The General Manager shall assist in program development, assist the financial officer in paying expenditures as needed and generally devote his or her best efforts to forwarding the interests of the orchestra. At the expiration of his or her office, the shall General Manager deliver to his or her successor all things related to the office of General Manager.

Section 6. Marketing Director. The Marketing Director shall implement all aspects of season subscription and renewal campaigns. He or she shall work closely with the General Manager and the Web Master to develop programs for communicating the MCCO's plans and activities to the media, work to establish and maintain positive contacts with local media outlets, act as spokesperson as needed, and provide public information by request. The Marketing Director shall work with staff to ensure consistent delivery of messages relating to the orchestra's mission, coordinate all aspects of program book production, including written content, layout and printing. Develop and implement social media strategies (Facebook, Twitter, Flickr, YouTube, etc.) to cultivate online relationships with patrons and potential patrons in the Tennessee Valley area

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and relevant organizations and contacts locally. At the expiration of his or her office, the Marketing Director shall deliver to his or her successor all things related to the office of Marketing Director.

Section 7. Fundraising Coordinator. The Fundraising Coordinator shall be responsible for the coordination of all activities related to acquisition and solicitation of funding and donations for the organization. These include, but are not limited to, solicitation of donations from individuals, businesses and organizations, requesting of funding from government entities and coordination of fundraising activities. At the expiration of his or her office, the Fundraising Coordinator shall deliver to his or her successor all things related to the office of Fundraising Coordinator.

Section 8. Librarian. The Librarian shall be responsible for the labeling, logging, filing and safekeeping of all music, ensuring that each player has copies of all pieces during the seasons as well as logging serial numbers, names and values for all orchestra-owned equipment for insurance purposes. All music will be kept at the Conductor arranged facility. At the expiration of his or her office, the Librarian shall deliver to his or her successor all things related to the office of Librarian.

Section 9. Web Master. The Web Master shall be responsible for ensuring the website is current to include calendared events and properly reflects the interests of the MCCO. For example, the Webmaster will ensure the Quarterly Newsletters, calendar of events, BOD Meeting Minutes, etc. are posted to the Website. In addition, any electronic invitations that will be generated are to be maintained accordingly. At the expiration of his or her office, the Web Master shall deliver to his or her successor all things related to the office of Web Design.

Section 10. Conductor. The duties of the Conductor shall include ensuring adequate rehearsal facilities to accommodate the orchestra, scheduling sufficient rehearsal time to prepare for concerts and challenge the orchestra through sight-reading, developing strong relationships with the orchestra to earn respect and trust from the members, scheduling concerts in sufficient numbers to keep orchestra members active, scheduling concert venues that support the orchestra's size and ability, scheduling Guest Conductors/Soloists that will challenge the orchestra to reach beyond its current playing level and selecting music appropriate for each concert and for general rehearsal use.

Section 11. Assistant Conductor. If the Conductor is incapable of carrying out the duties assigned the Assistant Conductor will step in to cover, ensuring no lapse or break in regular business of the MCCO. The Assistant Conductor shall organize and conduct MCCO workdays 3 times per year.

Section 12. Student Representative. The Student Representative is responsible for participating in each Board Meeting, providing input to the Board regarding student musicians and being the voice of the student.

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Section 13. Compensation. The officers of the orchestra shall serve without remuneration. However, they shall be reimbursed for their reasonable expenses incurred in the performance of their duties.

Section 14. Meetings. The Board of Directors shall hold meetings at least once a quarter. Board Members shall be given at least one-week advance notification of meeting dates by the President. Special meetings of the Board of Directors may be called by the president or by a majority of the Board of Directors. Notice shall be given to all Board Members not more than thirty nor less than ten days prior to the date of such special meeting and such notice shall state the time, place, and purpose of such meeting. No business other than that specified in the notice of meeting shall be transacted at such special meeting. Meetings are open to all Orchestra members.

Section 15. Quorum and Voting. A majority of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to a later date. Each Board member shall be entitled to one vote and a majority vote of the Board Members at a meeting at which a quorum is present shall be necessary for any action to be taken.

Section 16. Term of office. There is no set length for term of office except for the Student Representative, which is one year. The Conductor is not an elected office and will serve until he relinquishes his duties or he is removed from his position by the guidelines in Article V section 2. An officer shall serve for as long as he or she desires, however each year anyone interested in becoming an officer may run for the position. There is no limit to the number of terms an officer can serve. It will be announced in April if there are any board positions available. All new board members must be approved by current board members with a quorum vote.

**ARTICLE VI
FINANCES**

Section 1. Annual Financial Report. The Treasurer shall furnish to the membership within sixty days following the end of each annual fiscal year a financial report for the year just completed.

Section 2. Annual Budget. The Treasurer shall submit to the Board of Directors each year an annual budget for the next fiscal year, which shall become effective when adopted by the Board of Directors.

Section 3. Audits. A Budget and Finance Committee or a certified public accountant who shall be appointed by the President, with the approval of the Board of Directors, may audit the accounts of the orchestra. A written report of any such audit shall be provided to the Board of Directors.

ARTICLE VII

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MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members of the organization for the purpose of transacting any business as may properly come before the membership shall be held during the last quarter of each calendar year. Notice of the time and place of the annual meeting shall be given to each member not more than thirty or less than ten days prior thereto.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors, the President, or by any two Officers. Notice of the time and place of any special meeting shall be given to all of the members not more than thirty nor shall less than ten days prior to such meeting and such notice shall state the purpose of the special meeting. No business other than that specified in the notice of meeting shall be transacted at such special meetings.

Section 3. Quorum. The members present in person at any such meeting shall constitute a quorum for the transaction of any business to come before any annual or special meeting of the members.

Section 4. Informal Meetings. Any time sensitive business can be presented to the members during regularly scheduled rehearsals.

Section 6. Order of Business. At the regular and annual meetings of the members, the following shall be the order of business:

- 1) Adoption of minutes of previous meeting.
- 2) Report of committees.
- 3) Old business
- 4) New business.

**ARTICLE VII
PRINCIPALS AND SECTION LEADERS**

Section 1. Section Principals. The principals are responsible for maintaining overall musicality of the section, assigning parts within the section to ensure balance, encouraging members within the section to challenge themselves and grow their ability while helping younger or less experienced players simplify their parts as needed, acting as a technical lead and role model for the section by helping their section understand rarely used notations and find alternative fingerings for challenging passages and working with the section leader to resolve matters of the section as needed

Section 2. Section Leaders. The section leaders are responsible for facilitating communications between the section and MCCO through forwarding e-mails to their section, acting as a point of contact for the section members to easily raise a concern, and following up with the section members as needed; ensuring everyone within their

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section has the right music and acting as a point of contact to request additional parts; working closely with Section Principals to assign parts and ensure all parts are covered and meeting and greeting new section members to help them acclimate to the group.

**ARTICLE VIII
MCCO-SPONSORED SMALL ENSEMBLES**

Section 3. MCCO-sponsored small ensembles are comprised of MCCO members and serve as an extension to the main orchestra. To be an official MCCO-sponsored small ensemble, the group must meet the following criteria All of the members of the small ensemble must be active MCCO members. An exception may be allowed if the ensemble has to include a non-MCCO member to augment their ensemble. This exception will be restricted to one person. Every effort to include available MCCO members must be made.

Any performances by MCCO-sponsored small ensembles must be approved by the Board and will be considered an official MCCO performance. Any fees, gratuities, donations, and honorariums will be placed into MCCO general budget. Funding will be made available for MCCO-sponsored small ensembles for the purchase of music and other preapproved items, as needed. All requests for funding must be presented to the voting board of MCCO in writing. Any music or other paid inventory purchased by MCCO for small ensembles will remain owned, maintained and stored by MCCO.

**ARTICLE IX
SCHOLARSHIPS**

The MCCO will distribute at least one MCCO Scholarship each year at the annual Spring Concert. The amount and number of scholarships will be determined by the orchestra's financial status at the end of the winter concert season. The Vice President will determine the scholarship selection criteria and present the proposed application materials for approval by the board before the winter concert season ends. Information regarding the selection criteria for the scholarship(s), the timelines for submission and selection, and related application materials will be included on the MCCO website and advertised on the MCCO Facebook page and quarterly newsletter before January 1st of the year it is awarded.

The Vice President will also lead and assemble a Scholarship Committee in the spring to determine scholarship recipients. This Scholarship Committee will be made up of three members but will consist of no more than two board members.