

BYLAWS OF
THREE RIVERS COMMUNITY ORCHESTRA

ARTICLE I
PURPOSES

This corporation shall be organized and operated exclusively for arts, cultural, charitable, and educational purposes. Subject to the limitation stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

The primary purpose of the Three Rivers Community Orchestra, also designated herein as TRCO, shall be to create and maintain a non-profit community orchestra; to offer qualified instrumentalists from Grants Pass and surrounding communities an opportunity to perform symphonic music; to foster music education for both youth and adults, and to contribute to the enhancement of the performing arts in Grants Pass and the surrounding communities. In furtherance thereof, TRCO 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 Oregon in accordance with these Bylaws.

ARTICLE II
DEFINITION OF TERMS

Section 1. TRCO

"TRCO" shall mean Three Rivers Community Orchestra.

Section 2. The Board

"The Board" shall mean the Board of Directors of TRCO.

Section 4. The Concert Season

"The Concert Season" shall refer to the period of TRCO rehearsals and concerts, usually in the months of September through June.

ARTICLE III
BOARD OF DIRECTORS

Section 1. DUTIES

The affairs of the corporation shall be managed by the Board of Directors.

Section 2. NUMBER

The number of Directors will be eight.

Section 3. TERM AND ELECTION

Directors shall be elected to staggered two-year terms at the Annual Meeting of the Board of Directors. All Directors have full voting privileges.

1) Eight Directors shall be elected for a term of two years, four in even-numbered years, the other four in odd-numbered years.

3) At least four of the Board Directors must be performing members of the Orchestra.

4) No Director 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 Directors expire.

Section 4. REMOVAL OF DIRECTORS

Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of the majority of the Board of Directors.

Section 5. VACANCIES

Vacancies on the Board of Directors and newly created Board positions shall be filled by a majority vote of the Directors then on the Board of Directors.

Section 6. QUORUM AND ACTION

A quorum at a Board meeting shall be a majority of the number of Directors prescribed by the board. If a quorum is present, action is taken by a majority vote of the Directors present. Where the law requires a majority vote of the Directors in office to establish committees that exercise Board Functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or other matters, such action is taken by that majority as required by law.

Section 7. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at the time and place determined by the Board of Directors. No other notice of the date, time place or purpose of these meetings is required, except as otherwise provided in these Bylaws.

Section 8. SPECIAL MEETINGS

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director personally or by telephone or mail not less than two days prior to the special meeting. Written notice, if mailed postpaid and correctly addressed to the Director at the address shown in the corporate records, is effective when mailed.

Section 9. MEETING BY TELECOMMUNICATION OR COMPUTER

Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Directors can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 10. ACTION BY CONSENT

Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

Section 11. ORCHESTRA CONDUCTOR

The Board of Directors shall have the authority to appoint an Orchestra Conductor, who shall, subject to the control of the Board of Directors, have such duties, powers and authority as the Board of Directors shall determine. The Orchestra Conductor may be paid as an independent contractor at a rate established by the Board of Directors.

ARTICLE IV OFFICERS

Section 1. TITLES

The officers of this corporation shall be the President, Vice-President, Secretary, Treasurer, Development Director, and Artistic Director.

Section 2. ELECTION AND TERM OF OFFICE

The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the Annual Board Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Only prior Board Directors are eligible to stand as candidates for the position of President. At least four of the Board Directors must be performing members of the Orchestra. No Director 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 Directors expire.

Section 3. REMOVAL

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. VACANCIES

A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 5. PRESIDENT

The President shall be the chief officer of the corporation and shall act as Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. VICE PRESIDENT

In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. SECRETARY

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recoding of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for the notice of all meetings of the Board of Directors; (c) authentication of the records of the corporation; and (d) any other duties as may be prescribed by the Board of Directors.

Section 8. TREASURER

The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintenance of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) presentation of financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors

Section 9. DEVELOPMENT DIRECTOR

The Development Director shall develop and implement a fundraising plan to recommend to the Board of Directors.

Section 10. ARTISTIC DIRECTOR

The Artistic Director shall develop the musical repertoire in partnership with the Board of Directors, Orchestra Conductor and players and be responsible for the development and maintenance of the music library.

ARTICLE V COMMITTEES

Section 1. EXECUTIVE COMMITTEE

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the authority to make on-going decisions between Board meetings and shall have the authority to make financial and budgetary decisions.

Section 2. NOMINATING COMMITTEE

A Nominating Committee shall be appointed by the TRCO President and approved by the Board of Directors at least two months prior to the Annual Meeting election.

- 1) MEMBERSHIP. The TRCO Vice President shall chair this committee with at least two other Board Directors, at least one of whom must be an Orchestra member, appointed by the President and approved by the Board.
- 2) DUTIES. The duties of this committee shall include the preparation of a list of nominees for TRCO vacant offices according to the two-year rotating term schedule. The Committee shall recommend a slate of candidates for all vacancies to the Board at least one month prior to the elections to be held at the Annual Meeting for the Board's approval.

Section 3. BUDGET COMMITTEE

The Budget Committee shall prepare an Annual Projected Budget and shall review budget procedures annually.

- 1) MEMBERSHIP. The Budget Committee shall be chaired by the TRCO Treasurer, and membership may include representatives from the Orchestra.
- 2) 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 TRCO.

Section 4. BYLAW REVISION COMMITTEE

A Bylaws Revision Committee shall be appointed by the TRCO 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.

- 1) MEMBERSHIP. The Bylaws Revision Committee shall be chaired by the TRCO Secretary and may have members from the Board of Directors and orchestra.
- 2) DUTIES. The duties of the Bylaws Revision Committee shall include yearly reviews of the Bylaws and written changes to be proposed to the Board before the Annual Meeting.

Section 5. FUNDRAISING COMMITTEE

The Fund-Raising Committee will work with and be chaired by the Development Director to develop and implement strategies to raise funds through donations and other means in order support the purpose of TRCO.

1) MEMBERSHIP. The Fund-Raising Committee shall be chaired by the Development Director and may have members from the Board of Directors and members of the orchestra.

2) DUTIES: The Fund-Raising Committee will develop appropriate methods and strategies to raise funds from potential donors and other possible sources of funding.

Section 6. OTHER COMMITTEES

The Board of Directors may establish such other committees as it deems necessary and desirable. Such Committees may make recommendations to Board of Directors and will act solely in an advisory capacity.

Section 7. COMPOSITION OF COMMITTEES EXERCISING BOARD FUNCTIONS

Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by a majority vote of the number of Directors prescribed by the Board.

Section 8. QUORUM AND ACTION

A quorum at the Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 9. LIMITATIONS ON THE AUTHORITY OF COMMITTEES

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation’s assets; may elect, appoint, or remove Directors to fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE VI
MISCELLANEOUS

Section 1. DISSOLUTION

Dissolution of TRCO must be approved by a majority of the Directors in office at the time of the vote. In the event of dissolution, all of the real assets of the TRCO shall be distributed to one or more non-profit corporations that satisfy the intent of section 501(c)(3) of the United States Internal Revenue Code and are engaged in similar musical activities. No Director of TRCO shall realize any financial gain as a result of this dissolution.

Section 2. FISCAL YEAR

The Fiscal Year shall be from January 1 to December 31 annually.

Section 3. STATUTORY REFERENCES.

Any reference herein to a section of the Internal Revenue Code or the Oregon 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

ARTICLE VII
CORPORATE INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by law any person who has made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification-- substantively, procedurally, or otherwise.

ARTICLE VIII
AMENDMENT OF BYLAWS

Section 1: AMENDMENT VOTE. These bylaws may be amended or repealed, and the new Bylaws adopted, by the Board of Directors by a majority vote of the Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall

state that one of the purposes of the meeting is to consider a proposed amendment of the Bylaws and shall contain a copy of the proposed amendment.

Section 2: LIMITATION OF POWER TO AMEND. Anything herein to the contrary notwithstanding, no change shall be made in these Bylaws that will affect the exempt status of the organization under Section 501(c)(3) of the Internal Revenue Code.

Section 3: WRITTEN AMENDMENT. Whenever a Bylaw is amended or repealed or a new Bylaw is adopted, such action and the date on which it was taken shall be noted by the Secretary on the original Bylaws in the appropriate place. A new set of Bylaws shall be prepared incorporating such changes.

DATE ADOPTED:

I certify that these bylaws are a true copy of the Bylaws of this corporation.

SIGNATURE BY CORPORATE OFFICER:

Colleen J. Kirkland.

Secretary of Three Rivers Community Orchestra
March 17, 2022