

BY-LAWS OF BIG BEND COMMUNITY ORCHESTRA, INC.

ARTICLE I – ORGANIZATION

This corporation shall be known as Big Bend Community Orchestra, Inc. hereinafter referred to as BBCO, a non-profit corporation in the State of Florida. The corporation may, by a vote of the membership, change its name.

DEFINITION OF TERMS

- a. "BBCO" shall mean the Big Bend Community Orchestra, Inc.
- b. "The Board" shall mean the Board of Directors of BBCO.
- c. "Member" shall mean any individual who has met the membership requirements as stated in Article III of these by-laws.
- d. "Membership" shall mean all voting members of BBCO. e. The "Concert Season" shall refer to the period of the rehearsals and concerts, usually extending from the month of August through April.

ARTICLE II – PURPOSE

The purpose of the corporation is exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code and herein stated as follows:

The BBCO is a musical organization dedicated to the enhanced appreciation and understanding of orchestral music in Tallahassee and the surrounding communities. This is accomplished by providing an open-door opportunity for musicians (amateur, retired, professional or semiprofessional) to play and learn, encourage school age children to become interested in music through concerts and educational programs, and to perform orchestral music in free or minimally priced public concerts for others. Through shared experiences such as these, musicians can realize their self-potential, a spirit of generosity, and opportunities for growth.

ARTICLE III – MEMBERSHIP

Membership is open to all persons who possess the skills necessary to perform standard orchestral literature or who provide services needed for the performance of that literature. A prospective member or player should contact the Vice-Chairman and/or conductor to arrange for an interview with the conductor or Vice-Chairman as may be

appropriate. The purpose of the interview will be to ensure that the prospective player/member has the level of commitment needed to be a member. If there are more prospective players than there are seats available in any particular section, the conductor will then decide who will fill the seats. Adults from the community and non-music major college/university students will be given priority over students who have opportunities to play in school organizations. Interested pre-collegiate students and university music majors will be used as needed and approved by the conductor.

For voting purposes, a “member” shall be defined as anyone who has participated in at least one concert, and fulfilled their financial obligations to the orchestra as listed under member expectations in the next section.

A member is expected to:

- Carefully read the “BBCO Member Expectations” form
- Complete, sign, and return the “BBCO Musician Contract” by the second (2nd) rehearsal attended
- Attend rehearsals regularly and keep his/her section leader and the Membership Chair informed of unavoidable conflicts. In the event of an absence ensure that the parts are covered and the music is available for the rehearsal.
- Practice diligently and sufficiently prepare the music.
- Support the financial needs of the BBCO responsively.
- Actively participate as a member of at least one standing committee
- Abide by the dress code when performing at concerts as indicated in the BBCO Member Expectations document
- Contribute to good morale of the orchestra by displaying a positive attitude at all times and not taking constructive criticism personally.
- Be responsible for any music that is checked out to him/her and return it as directed.

ARTICLE IV – BOARD OF DIRECTORS

BBCO shall be governed by a Board of Directors. The Board shall be responsible to the Membership for implementation of the stated mission of BBCO and shall provide guidance and direction to the operating officers.

The Board of Directors shall consist of eleven (11) BBCO members who are eligible to vote. The Executive Officers as listed in Article V shall be elected by the membership at the Annual Meeting to staggered two-year terms commencing immediately following their election. The Chairman, Vice-Chairman, and Chairman-elect and shall be elected in even numbered years, and the Secretary and Treasurer shall be elected in odd-numbered years. Only prior board members are eligible to stand as candidates for the position of Chairman, Chairman-Elect or Vice-Chairman. The remaining four members of the board will be standing committee chairs as appointed by the Chair who will serve for the two-year term of that Chair. The musical director/conductor (s) shall be an

appointed position and may serve on the Board as non-voting members. The length of service of the musical director/conductor(s) shall be determined by The Board. Past musical directors/conductors may serve on the board at will in an advisory capacity.

A mid-term vacancy on the Board for an elected member 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 full year of the unexpired term, the membership will elect a new Board of Directors member at the next Annual Meeting to fill the unexpired term.

ARTICLE V – OFFICERS

The Executive Officers shall be responsible for carrying out the day-to-day business of BBCO.

Chairman: The Chairman shall preside at all meetings of the Membership and The Board as a voting member. The Chairman shall oversee all operating activities and details to ensure successful performances by the orchestra. The Chairman shall recommend to The Board for its approval, persons to serve as conductor/musical director, associate director, and the chairman (not designated by these by-laws) of all each standing committees. The Chairman shall also appoint members to ad-hoc committees, and serve as a legal signatory for BBCO.

Vice-Chairman: The Vice-Chairman shall be the immediate past Chairman and shall act as the liaison between The Board and the membership of the orchestra. In the absence of the Chairman, the Vice-Chairman shall act for and assume the responsibilities of the Chairman. In the event of the Chairman's resignation, the Chairman-Elect shall assume the role of Acting Chairman until the Chairman's current term expires and shall then become the Chairman. In the event the Vice-Chairman resigns or is no longer able to carry out his/her duties, the Chairman-Elect shall serve as Acting Vice Chairman until a meeting of the Membership can be convened and a Vice-Chairman is elected. The Vice-Chair shall serve as the chairman of the Membership Personnel Committee.

Chairman-Elect: The Chairman-elect shall be the rising chairman and shall assume those duties at the expiration of the current chairman's term or as otherwise stated in this article (Article V).

Secretary: The Secretary shall record minutes of all meetings, and maintain records of the BBCO. The Secretary shall give notice of all meetings including the Annual Meeting and meetings of The Board.

Treasurer: The Treasurer shall serve as the chairman of the Finance Committee and shall collect and account for all BBCO funds, be a legal signatory for the organization, and report to the Board all financial activities of BBCO. This shall include, as applicable, the

timely filing of all necessary federal and state financial forms. The Treasurer shall report the status of finances of BBCO at each Board meeting and work with the Finance committee to prepare an annual projected budget of revenue and expenditures to be presented at the Board meeting immediately prior to the Annual Meeting.

ARTICLE VI – MEETINGS

An annual meeting shall be held each year after the final performance of the concert season to hear reports of the officers and committees, and to act upon any general business, including election of board members. The meeting shall be chaired by the Chairman of the Board or duly appointed designee, and shall proceed by the most recent edition of Robert's Rules of Order.

Notification of each Annual Meeting shall be presented to the membership at least two weeks prior to the date of the meeting. The Board shall make a reasonable effort to notify all eligible 4 BBCO By-Laws members through any or all of the following methods: the BBCO website, verbal announcements at rehearsals and performances, voice-mail, email, and hand distribution of announcements or flyers. The notification shall include the membership committee's proposed slate of candidates for election to the ensuing year's Board of Directors.

A quorum for the annual meeting shall consist of one-third (1/3) of The Membership. A quorum for a Board of Directors Meeting shall consist of a majority of the Board Membership.

As the need arises, a majority vote of the Board of Directors may call a meeting of the general membership of BBCO. Actions specifically disallowed at these meetings include revisions to the By-Laws, and votes on any major change which could jeopardize the continued existence of the BBCO. The quorum for emergency meetings shall equal that of annual meetings.

ARTICLE VII – COMMITTEES

Standing Committees of the BBCO shall be as follows:

1. **Membership-Personnel Committee:** The duties of this committee shall include the preparation of a list of nominees for elected offices, the development and maintenance of a list of member expectations for the BBCO, assisting The Board as needed or requested in the resolution of membership and personnel issues, and working closely with the conductor/musical director in the acquisition of player personnel. The Vice-Chairman shall serve as chairman of the Membership-Personnel committee.
2. **Finance Committee:** The duties of this committee shall be to assist as needed in the preparation of the Annual Projected Budget for approval by The Board at its initial meeting for the ensuing concert season and plan and coordinate

fundraising for the orchestra. The Treasurer shall serve as chairman of the Finance Committee.

3. **Public Relations Committee:** The duties of this committee shall be to develop and implement an annual public relations plan for the BBCO including the production of periodic newsletters and notifying various media of the activities of the orchestra.

4. **Educational Outreach Committee:** The duties of this committee shall be to develop an annual out-reach plan that includes activities that engage local and surrounding schools in musical experiences in an effort to foster an appreciation of orchestral music among students and the school community.

5. **Production Committee:** The duties of this committee shall be to prepare the rehearsal room for each rehearsal and restore the room to its pre-rehearsal condition after each rehearsal. The committee will also have that same responsibility for each concert of the orchestra. Included in these responsibilities will be the acquisition of all necessary equipment and ushers as needed for concerts.

6. **Music Library Committee:** The duties of this committee shall be to serve as a liaison between the membership, conductor/music director, and finance committee in the logistics of repertoire selection in keeping with budget constraints, and ensure the availability of parts at rehearsals and performances as required or requested. The committee shall keep current the music library database.

7. **Events/Fund-Raising Committee:** The duties of this committee shall be to coordinate fund raising and social activities for the orchestra. The duties will include but not be limited to the solicitation of new and repeat donors, preparing grant and other fundraising proposals (utilizing a sub-contractor as necessary and approved by the board), soliciting ads for the program booklet, and coordinating "swap ads" with other arts organizations. The committee will maintain communications with current and past contributors and collaborate with the Public Relations Committee as necessary in carrying out these duties.

8. **History Committee:** The duties of this committee shall be to maintain and store the BBCO scrapbook, recordings, the repertoire database of music the orchestra has performed, other memorabilia and maintain a current alumni database.

Ad Hoc Committees: Ad Hoc Committees may be appointed by the Chairman at any time in order to carry out any legitimate business of the BBCO that would normally not fall under the purview of a standing committee. 1.

By-Laws Committee: The Chairman of the Board shall select this committee from the members of the Board of Directors. The duties of this committee shall be to review the By-Laws of BBCO and make written changes or Amendments to be proposed to the Board in time for notification of the Membership before the Annual Meeting.

ARTICLE VIII – AMENDMENT OF BY-LAWS

AMENDMENT VOTE: Upon recommendation by The Board, these By-Laws may be changed or amended by a 2/3 vote of The Membership in attendance at an annual Meeting of BBCO at which there is a quorum.

ARTICLE IX - MISCELLANEOUS

CONFLICT OF INTEREST: A board member shall abstain from any decision involving any matters involving a direct or indirect material interest of that member.

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

Adopted April 18, 2009
Amended May 30, 2013
Amended March, 2014
Amended September 8, 2016