

# **HOLLY STRINGS YOUTH ORCHESTRA BYLAWS**

## **ARTICLE I**

### **NAME**

#### **1.01: Name**

The name of this corporation shall be the "Holly Strings Youth Orchestra". The business of this corporation shall be conducted as "Holly Strings Youth Orchestra" or "HSYO".

## **ARTICLE II**

### **PURPOSES**

#### **2.01: Purposes defined**

The Holly Strings Youth Orchestra is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future corresponding tax code.

The HSYO mission is to cultivate the artistic development of students through high quality and affordable music education and performance. To create the opportunity for area youth to develop a lifelong love of music-making. To challenge every musician to pursue musical excellence.

The HSYO provides string instrument instruction to youth ages 20 years old and younger, as an individual and as part of an ensemble. Our vision is to make string music education and performance available to youth for whom string instrument instruction and ensemble performance opportunities are either unavailable or unaffordable.

Our programs include instrument instruction workshops, performance ensembles based on skill level, and concerts and public performances. We will offer scholarships and tuition free opportunities for those who are unable to afford enrollment fees. We will work with area music groups and artists to enhance the musical growth experience for HSYO participants.

At times and per the discretion of the board of directors, we will provide internships and volunteer opportunities to increase community involvement in the arts.

#### **2.02: Basic Policies**

The Holly Strings Youth Orchestra is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the receipts or net earnings of the corporation shall inure to the benefit of, or be distributable to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under Section 170 (c)(2) of Internal Revenue Code , or corresponding section of any future federal tax code.

## **ARTICLE III**

## **DISSOLUTION**

**3.01:** The HSYO may be dissolved by calling a special dissolution meeting of the HSYO Board of Directors. The HSYO Board of Directors shall provide notice to the general membership at least (2) weeks in advance of the special open meeting at which a vote for dissolution of the HSYO will be taken. A two-thirds vote in favor of dissolution among those present or voting by proxy will dissolve the HSYO.

Distribution Upon Dissolution. Upon termination or dissolution of the Holly Strings Youth Orchestra, after paying or making provision for the payment of all of the liabilities of the corporation, any assets lawfully available for distribution shall be distributed to one (1) or more organizations that at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the 1986 Internal Revenue Code, and which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Holly Strings Youth Orchestra hereunder shall be selected in the discretion of a majority of the Board of Directors of the corporation. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to state or local governments to be used exclusively for public purposes.

## **ARTICLE IV**

### **OFFICES**

**4.01: Principal Office**

The principal office of the HSYO shall be located at 5300 Lake Edge Drive, Holly Springs, North Carolina or such other place as may be from time to time designated by the board of directors.

**4.02: Other Offices**

The HSYO may have offices at such other places as the Board of Directors may from time to time determine, or as the affairs of the corporation may require.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

**5.01: Directors**

The Holly Strings Youth Orchestra shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined by these bylaws.

The HSYO shall have a board of directors consisting of at least (5) and no more than (9) directors.

The Board of Directors shall consist of a president, treasurer, secretary, and a minimum of 2, no more than 6 members-at-large. Within these limits, the board may increase or decrease the number of directors serving on the board, for the purpose of staggering the terms of directors.

Each director shall serve without compensation.

**5.02: Powers**

All HSYO powers shall be exercised by or under the authority of the Board of Directors. The affairs of the HSYO shall be managed under the direction of the Board, except as otherwise provided by law.

**5.03: Terms**

(a) Officers shall take office on July 1 and shall serve for that fiscal year (until the following June 30), or until his/her successor is elected and ready to assume office. A person may serve only 2 consecutive full terms in the same office.

(b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

(c) Directors may serve terms in succession.

(d) The term of office shall be considered to begin July 1 and end June 30, unless the term is extended until such time as a successor has been elected.

#### **5.04 Qualification and Election of Directors**

In order to be eligible to serve as a Director of the Board, the individual must be 21 years of age and either the parent/guardian of an enrolled person, or a financial contributor, or a volunteer.

Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors. The election of directors to replace those who have fulfilled their term of office shall take place in March of each year.

#### **5.05 Vacancies**

The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

#### **5.06 Removal of Directors**

A director of the HYSO may be removed from office with or without cause by the board of directors upon the affirmative vote of the majority of all board members then serving. Board members must be notified of the request for their removal by electronic or written communication at least 5 days in advance of the board meeting.

Any director who is absent from (3) successive board meetings shall be deemed to have resigned due to non-participation, unless the board affirmatively votes to retain the Director.

#### **5.07 Board of Directors Meetings**

(a) Regular Meetings. The board of directors shall have a minimum of three (3) regular meetings each fiscal year. Board meetings shall be held upon at least 2 weeks' notice by electronic mail or first-class mail. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by any member of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place of the meeting.

(c) Meeting Place. All meetings of the Board shall be held at the principle office of the HSYO or at any other place designated at any time by resolution of the Board.

#### **5.08: Manner of Acting**

(a) Quorum. A majority of the directors present at any meeting of the Board shall constitute a quorum for the transaction of business. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. The act of the majority of the directors present at the meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president shall have the power to swing the vote based on his/her discretion. If the president isn't present, the treasurer shall have the power to swing the vote based on his/her discretion.

(c) Participation. Board meetings may be held by telephone or electronic conference system that allows all participating members to simultaneously hear and speak to each other during the meeting. Telephone or electronic conference shall not be used unless available to all board members. A committee member participating in this type of meeting is deemed to be present at the meeting.

(d) Guests. Permission for guests to attend all or part of any regularly scheduled meeting of the board shall be determined by an affirmative simple majority vote of the board.

(e) Closed Session. The board shall have the authority to determine, by an affirmative simple majority vote of the board, that it is in the best interest of the HSYO that a particular item of business that is confidential in nature should be considered in closed session.

#### **5.09 Compensation for Board Service; Loans**

Directors shall receive no compensation for carrying out their duties as directors. The board of directors shall not be empowered to lend money or property to any director, officer, or employee of the organization.

#### **5.10 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional service provided to the organization. Such remuneration shall be reasonable and fair to the HSYO and must be reviewed and approved in accordance with the HSYO Conflict of Interest policy and state law.

### **ARTICLE VI**

#### **OFFICERS AND DUTIES**

##### **6.01: Election**

The Board of Directors shall elect the officers of the HSYO. The officers shall be members of the Board of Directors.

##### **6.02: Offices**

The officers shall be a president, a treasurer, and a secretary.

##### **6.03: Qualifications**

In order to be eligible to serve as a director on the Board of Directors, the individual must be at least 21 years of age and either the parent/guardian of an enrolled person, or a financial contributor, or a volunteer as provided in section 5.04 of these bylaws.

##### **6.04: Duties**

**President.** The president of the board shall coordinate activities of the Board, preside over meetings of the Board and the membership, sign formal documents on behalf of the HSYO as needed, represent HSYO to the community as needed, perform all other tasks incident to the office of president, or as outlined in these bylaws.

**Treasurer.** The treasurer shall oversee the maintenance of financial records, ensure that expenditures are made in accordance with the approved budget, ensure that reports and documents required by the State of North Carolina and the Internal Revenue Service are completed and delivered on time. Shall perform all other duties incident to the office of treasurer and such other duties as outlined in these bylaws.

**Secretary.** The secretary shall keep a current and correct record of all of the proceedings of the meetings of the directors. He/she shall distribute meeting minutes to each member of the board of directors within one week of the meeting. The secretary shall perform all duties incident to the office of the secretary and other such duties as may be assigned by the president of the board.

**Members-at- Large.** Members-at-Large shall participate in board meetings and perform other such duties as may be assigned to them by the president of the Board. Members-at-large shall be authorized to vote on matters before the board.

**Ex-Officio Members.** Ex-Officio members of the Board shall include, but not be limited to, the conductor, and the executive director. Ex-officio members shall not be authorized to vote on matters before the board, unless otherwise directed in these bylaws.

## **ARTICLE VII**

### **COMMITTEES**

**7.01:** As needs arise, the Board of Directors, by resolution adopted by a majority of the number of directors then in office, may designate one or more committees, standing or special, each consisting of two or more members appointed by the board of directors by an affirmative majority vote.

The board of directors may create ad-hoc committees at any time. Such committees shall be dissolved when their stated purpose has been accomplished.

## **ARTICLE VIII**

### **EMPLOYEES**

#### **8.01: Employees**

The HSYO may have employees as shall be determined and appointed from time to time by the board of directors. Duties and responsibilities of such employees shall be defined by the board of directors. The board of directors will have charge of hiring procedures, employment contracts, and termination of employment contracts.

#### **8.02: Duties**

(a) Executive Director. The board of directors shall appoint an executive director. The executive director shall be the principal executive employee of the HSYO and, subject to oversight of the board of directors, shall manage the HSYO, its employees, and programs in accordance with these bylaws.

(b) Conductor. In consultation with the board of directors, the conductor has the ultimate authority on programming and other artistic decisions. Incumbent financial issues of these artistic matters rests with the board. In the case a controversial piece of music is being considered by the conductor for programming, the authority whether to allow such a piece of music to be part of the program resides with the majority of the board of directors.

## **ARTICLE IX**

### **CONTRACTS, CHECKS, DEPOSITS, AND RECORDS**

**9.01: Contracts.** The board of directors may authorize any officer or officers or employee to enter into any contract on behalf of the HYSO, and such authority may be general or confined to specific instances.

**9.02: Checks and Drafts.** All checks, drafts or other orders for the payment of money issued in the name of the HSYO shall be signed by such officer or officers or employee of the organization and in such manner as shall from time to time be determined by resolution of the board of directors.

**9.03: Deposits.** All funds of the HSYO not otherwise employed shall be deposited from time to time to the credit of the organization in such depositories as the board of directors shall direct.

**9.4: Records:** The HSYO shall keep accurate and complete financial records and minutes of the proceedings of the board or committee. All minutes shall record the names of members present. Financial records shall be maintained for seven (7) years. All other records shall be maintained indefinitely.

**9.05: Policies and Procedures.** All policies and procedures including but not limited to those pertaining to HSYO finances, investments, contracts, music selection guest performances, grants and scholarships, workshops, auditions, concert and rehearsal venues, shall be reviewed and approved by the board of directors.

## ARTICLE X

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

**10.01: Indemnification.** HSYO, subject to the limitations in this Article, indemnifies its current and former directors and officers against all liabilities and expenses to which they may become subject by reason of their positions with HSYO or their service in its behalf to the fullest extent permitted by law.

**10.02: Limitations on Indemnification.** No indemnification shall be made unless the person to be indemnified is successful on the merits in defense of the action or is determined to have met the applicable standard of conduct in the manner required by law.

## ARTICLE XI

### GENERAL PROVISIONS

**11.01: Fiscal Year.** The fiscal year of the HSYO shall be a year ending June 30.

**11.02: Amendments to Bylaws.** These Bylaws may be amended when necessary by a two-thirds majority affirmative vote of the Board of Directors. Proposed amendments must be submitted to the board secretary and sent electronically to each board member no fewer than seven (7) days, and no more than forty-five (45) days before a vote is to take place.

**11.03: Parliamentary Authority.** Unless otherwise provided herein or in any special rules of the HSYO, the provisions of the current edition of Robert's Rules of Order shall apply to all meetings of the board.

## ARTICLE XII

### CONFLICT OF INTEREST

**12.01:** The HSYO board of Directors shall approve, adopt, and maintain a conflict of interest policy. Each member of the board, committee member, and HSYO employee must read and agree to abide by the policy with a signature before service to the HSYO.

