**Bylaws of**

**Rock Hill Symphony Orchestra**

**2017**

**ARTICLE I- NAME**

The name of this corporation shall be Rock Hill Symphony Orchestra, also designated as RHSO.

**ARTICLE II- PURPOSE**

**2.01 Mission**

The mission of the Rock Hill Symphony Orchestra is to inspire, engage, and enrich the lives of community members with the transformative power of symphonic music through excellence in live performance, educational programs, and community activities.

**2.02 Purpose**

Rock Hill Symphony Orchestra is a nonprofit organization incorporated under the laws of the State of South Carolina and shall be operated exclusively for educational purposes within the meaning 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**2.03 Nonprofit Status and Exempt Activities Limitation**

Rock Hill Symphony Orchestra is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes. This corporation is organized for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

Rock Hill Symphony Orchestra will conduct 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 South Carolina in accordance with these bylaws.

The Corporation shall not participate in 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 statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, Board of Directors (referred to as the Board within this document), officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof. Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or to the corresponding provisions of any future United States Internal Revenue Law).

**ARTICLE III- MEMBERSHIP**

Membership shall consist of the Board of Directors.

**ARTICLE IV- BOARD OF DIRECTORS**

**4.01 General Powers**

Rock Hill Symphony Orchestra shall be governed by a Board of Directors of no fewer than three (3) members and no more than fifteen (15) members including the following officers: the President, the Vice-President, the Secretary, and the Treasurer. The number of Directors may be increased or decreased by action of the Board, subject to the limitation that no decrease shall shorten the term of any incumbent Director.

Full authority to administer all properties, monies and affairs of the corporation shall be vested in the Board, and the responsibilities may in turn be transferred or delegated by the Board to such members, committees or employees as it sees fit from time to time to appoint or retain.

**4.02 Term**

The term of office of each Director shall be two years or until his or her successor has been elected and qualified. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. Directors may be elected to two additional terms. A Director may resign from the Board at any time by submitting a letter of resignation to the Board President.

 **4.03 Newly Created Directorships and Vacancies**

Newly created Directorships resulting from an increase in the number of Directors, and vacancies occurring on the Board for any reason, may be filled by a vote of the majority of Directors then in office, regardless of their number, or the Directorship may remain vacant. Any member of the Board may nominate individuals to serve as Directors. Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

**4.04 Removal of Directors**

Any and all of the Directors may be removed for cause by vote of Directors when there is a quorum of not less than a majority present at the meeting of Directors at which the action is taken.

**4.05 Quorum**

A simple majority of the Board shall constitute a quorum for the transaction of business. Presence by telephone or any means of communication by which all directors participating may hear each other simultaneously during the meeting shall be considered attendance in establishing quorum and voting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**4.06 Meetings of the Board**

Meetings of the Board shall be held at such time and place as fixed by the Board, but no less than once a year. Written notice of such meetings shall be given by the Secretary at least ten days prior to the meeting.

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

**4.07 Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors. Directors are not restricted from being remunerated for professional services provided to the RHSO. Such remuneration must be reasonable and fair to the corporation and approved in accordance with the Board Conflict of Interest policy and state law.

**ARTICLE V- OPERATING OFFICERS**

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

**5.01 President**

The President shall have the following duties: The President shall chair all meetings of the Board as a voting member. The President shall oversee all operating activities and details to ensure successful performances by the orchestra in accordance with the orchestra’s mission. The President shall appoint committees and delegate tasks as required. The President shall be the primary communicator with the orchestra members about organizational matters. The President shall, with the Treasurer, be a Legal Signatory for the Rock Hill Symphony Orchestra.

**5.02 Vice-President**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President shall serve as an advisor to the President, head committees as needed, and temporarily assume the President’s duties when the President is unavailable. In the event of the President’s resignation or removal, the Vice-President will assume the role of President until the next Board election.

**5.03 Secretary**

The Secretary shall attend all meetings of the Board and of the Executive Committee. The Secretary shall maintain and archive the minutes of board meetings, the Constitution and By-Laws, and other official communications of the Rock Hill Symphony Orchestra as delegated by the board. The Secretary shall also be responsible for timely recording and distribution of minutes of board meetings.

* 1. **Treasurer**

The Treasurer shall be responsible for the financial activities of the Rock Hill Symphony Orchestra, including managing bank accounts, preparing budgets, tracking income and expenditures, and distributing Board-approved reimbursements for orchestra-related expenses. The Treasurer shall file all necessary Federal and State tax returns and financial forms in a timely manner. The Treasurer shall, with the President, be a Legal Signatory for the Rock Hill Symphony Orchestra.

**5.05 Music Director**

The Board of Directors shall appoint a Music Director of RHSO who shall serve according to contract as an *ex officio* non-voting member of the Board of Directors, preside at rehearsals and concerts, and oversee the overall musical quality of the Orchestra. The Music Director shall have artistic responsibility for the orchestra as defined in the associated contract.

**ARTICLE VI- INDEMNIFICATION**

**6.01 Board Directors, Employees, Officers**

The RHSO may indemnify each Officer, Director, and employee including former Officers, Directors, and employees to the full extent permitted by the laws of South Carolina. The RHSO shall have the power to indemnify any Director, Officer, or employee or former Director, Officer, or employee of the association against reasonable expenses, costs and attorneys’ fees actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a Director, Officer, or employee. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director, Officer, or employee shall not be indemnified if he shall be adjudged to be liable on the basis that he/her has breached or failed to perform the duties of his/her office and the breach or failure to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed of a Director, Officer, or employee for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding, provided that the Director, Officer, or employee shall reimburse the association if it is subsequently determined that the director, officer, or employee was not entitled to indemnification. The RHSO may make any other indemnification as authorized by the articles of incorporation or bylaws or by a resolution adopted after notice by the Board members entitled to vote. As used in this section, “Director” means any person who is or was a Director of the RHSO and any person who, while a Director of the RHSO, is or was serving at the request of the RHSO as a Director or Officer.

**ARTICLE VII- MISCELLANEOUS**

**7.01 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by the board of directors without a meeting, and a record of all activities taken by committees of the board. In addition, the corporation shall keep a copy of the corporation’s Articles of Incorporation and Bylaws as amended to date.

**7.02 Fiscal Year**

The fiscal year of the corporation shall be from November 1 to October 31.

**7.03 Nondiscrimination Policy**

RHSO does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, volunteers, subcontractors, and vendors.

**ARTICLE VII- AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended, or replaced or new Bylaws adopted, only by majority vote of the Board, provided, however,

1. that no amendment shall be made to these Bylaws that would cause the corporation to cease to quality as an except corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code, and,
2. that these amendments be consistent with the Articles of Incorporation.

**ARTICLE VIII-DOCUMENT RETENTION POLICY**

The organization’s staff, volunteers, members of the board of directors, committee members and outsiders (independent contractors via agreements with them) are required to honor the following rules:

1. Paper or electronic documents indicated under the terms for retention in the following section will be transferred and maintained by the Board Secretary

2. All other paper documents will be destroyed after three years;

3. All other electronic documents will be deleted from all individual computers, data bases, networks, and back-up storage after one year;

4. No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation (check with legal counsel or the human resources department for any current or foreseen litigation if employees have not been notified); and

5. No paper or electronic documents will be destroyed or deleted as required to comply with government auditing standards (Single Audit Act).

**Documents to be retained permanently**

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| Articles of Incorporation & By Laws |
| Certificate of Incorporation/Other Incorporation documents |
| Board & Committee meetings – minutes |
| Form 1023 – Application for tax exemption |
| E.I.N allotment letter |
| IRS Determination letter and related papers |
| Construction related documents |
| Contracts and Leases agreements and related documents |
| Important legal correspondence |
| Staff personnel records |
| Staff retirement & Pension records |
| Employment applications of existing staff |
| Financial statements |
| General ledgers |
| Subsidiary ledgers |
| Cash book |
| Fixed Asset records |
| Tax returns |
| Canceled checks – related to important payments |
| Current Insurance policy |
| Expired Insurance policy |
| Accident reports and Claims (Current & settled claims) |
| Copyright, patents & related documents |
| Property appraisals documents |
| Real asset documents – Property deeds, mortgages, etc. |
| Investment records – stock /bond certificates and others |

**Document to be retained for 11 years –** Employee Workman’s Compensation Documents

**Documents to be retained for 5 years**

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| Bank statements & reconciliations |
| All canceled checks |
| Cash receipts and payments |
| Expired contracts and leases |
| Assignments and Garnishments |
| Employee Benefit Plan Documents |
| Payroll Records |
| Payroll Reports (Federal, State or Local) |
| Personnel Records of terminated employees |
| Time sheets & Attendance records |
| Bills Payable Ledgers and Schedules |
| Bills Receivable Ledgers and Schedules |
| Tax Return Worksheets |
| Organization write-offs |
| Form 990, W-2 / W-4 /  etc. |
| Grant Inquiries |
| Inventories register |
| Vendor invoices |
| Customers invoices |
| Paid Bills & Vouchers |
| Canceled stock and bond certificates |
| Vendor Payment register |
| E mail records |

**Records to be maintained for 3 years**

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| Correspondences of general nature |
| Bank deposit slips |
| Application for employment |

**ARTICLE IX- CONFLICT OF INTEREST POLICY**

The RHSO shall abide by the following Conflict of Interest Policy:

**Article I**

**Purpose**

The purpose of the conflict of interest policy is to protect RHSO’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II**

**Definitions**

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Article III**

**Procedures**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Article IV**

**Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Article V**

**Compensation**

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI**

**Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII**

**Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining,

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.