

SOUTHWEST FLORIDA SYMPHONY SOCIETY

BY-LAWS

(Revised 2015)

The By-Laws of the Southwest Symphony Society comprise the fundamental rules that define the organization. They include all the rules that are determined by the organization. They are of such importance that they can be amended or revised only in the manner laid out in Article VIII.

The Mission of the Southwest Symphony Society is to support the Southwest Symphony Orchestra through volunteerism, fund raising, community engagement and education.

Our vision to support the Mission:

To raise the awareness of the Southwest Florida Symphony Society within our community and to become a dynamic and valued fund raising partner within the fine arts community.

Article I - Name:

The name of this organization shall be the Southwest Florida Symphony Society of The Southwest Florida Symphony Orchestra and Chorus Association, Inc., hereinafter referred to as the Symphony Society.

Article II - Purpose and Powers:

Section 1 - Purpose:

The purpose of the Symphony Society shall be to foster, promote and increase the musical knowledge and appreciation of the public in connection with and in support of The Southwest Florida Symphony Orchestra and Chorus Association, hereinafter referred to as Symphony Association.

Section 2 - Powers:

For such purpose, and operating without profit, and in the manner herein stated,

- a. In cooperation with and subject to authority granted by the Symphony Association Board of Directors, to engage in educational and promotional activities designed to further the purposes and support of the Symphony Association and to contribute to the educational, cultural and musical development of the youth and adult citizens of this area.
- b. To solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute, or otherwise, as well as the proceeds of admission charges, either in trust or otherwise, to own, hold, operate, and administer real and personal property and generally to do all things necessary and proper to accomplish the purpose herein stated and permitted by law.
- c. To confine expenditures to donations to the Symphony Association and to the operating costs of the Symphony Society. Memorials or other recognition of particular members or their spouses requiring monetary outlay, excluding the Honors Program, shall be funded through private contributions designated for that specific purpose.
- d. The Executive Committee and Board of Directors must be informed, involved and approve of any action that would reduce the stated amount of the Operating Revenue. The Southwest Symphony Society will retain 10% of the profits from each fund raiser until the sum of \$25,000.00 is in the operating revenues. This money is necessary to provide seed money to fund our projects (fund raisers).

Article III - Members and Meetings:

Section 1 - Members:

All members are those persons who pay membership dues yearly and support the Symphony Society through service, in kind or financial contributions.

Section 2 - Membership Meetings:

Membership meetings shall be held at times and places designated by the Executive Committee. The Annual Meeting shall be held at the last membership meeting of each fiscal year.

Article IV - Dues:

The annual year of the Symphony Society shall be from July 1 to June 30 to coincide with its fiscal year. The amount of the dues shall be reviewed annually and approved by the Board of Directors.

Article V - Executive Officers:

Section 1 - Composition:

The elected officers of the Symphony Society shall be: President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer. These officers shall constitute the Executive Committee. In addition to the duties specified below, all executive officers shall be prepared to assume other activities as assigned by the President.

Section 2 - Election:

The officers shall be elected by the membership for a term of one year from a slate submitted by the nominating committee or nominated from the floor. Elections shall take place at the March membership meeting. Newly elected officers will be installed at the final membership meeting of the year using the established installation procedure, and shall take office immediately following the installation. The outgoing Treasurers shall work with the newly elected Treasurers until the end of the fiscal year.

Section 3 - Duties:

- a. **President** - It shall be the duty of the President to preside at all meetings of the Executive Committee, Board of Directors and the general meetings. She/He shall be a member of the Board of Trustees of the Symphony Association during the term of office as a coordinating representative of the Symphony Society. The President shall appoint all chairpersons of committees with the assistance and consent of the Executive Committee, and designate their assignments. She/He shall be an ex-officio member of all committees except the Nominating Committee. The President shall present an annual report to the membership and to the Board of Trustees of the Symphony Association
- b. **First Vice President** - It shall be the duty of the First Vice President to assume the duties of President when the President is absent. She/He shall coordinate all of the fundraising projects and chair a major fund raising project. She/He may succeed to the office of the President.
- c. **Second Vice President** - The Second Vice President shall chair a major fund raising project and coordinate non-fund raising committees.
- d. **Recording Secretary** - The Recording Secretary shall keep an accurate record of all meetings of the Board of Directors, the Executive Committee, the membership of the Society and shall prepare the minutes of such meetings, seeing to the safe-keeping of all documents belonging to the society.
- e. **Corresponding Secretary** - It shall be the duty of the Corresponding Secretary to conduct the general correspondence of the Society and assume the responsibility of the Recording Secretary in her/his absence.
- f. **Treasurer** - It shall be the duty of the Treasurer to keep accurate accounts of all transactions and report them to the membership. The Treasurer will perform all bank reconciliations. He/ She shall prepare for signature all approved disbursements. The accounts shall be audited annually, and a financial report, based on that audit, shall be submitted to the Board of Directors and the membership of the Symphony Society. It shall be the duty of the Treasurer to oversee the preparation of the budget developed by the Executive Committee.
- g. **Assistant Treasurer** - It shall be the duty of the Assistant Treasurer to deposit all funds received, maintaining accurate records of the same, and to submit those records to the Treasurer within seven days of the deposit. The Assistant Treasurer will fulfill the positions of Treasurer in the event that the Treasurer can no longer fulfill his/ her duties.

Section 4 - Re-Election:

Officers may be elected for additional terms, not to exceed three consecutive years. Any officer may be re-elected again after a one year hiatus. This revision is effective March 2007.

Section 5 - Vacancies on the Executive Committee:

A vacancy created by the resignation or inability to serve of an officer other than the President or Treasurers shall be filled, by vote of the Nominating Committee, to serve the balance of the unexpired term. The First Vice President shall assume the office of President should that office become vacant.

Article VI - Board of Directors:

Section 1 - Composition:

The Board of Directors shall consist of the elected officers of the Symphony Society, committee chairpersons and fund raising chairpersons.

Section 2 - Duties:

The Board of Directors shall have general charge and control of the affairs, funds and property of the Symphony Society. A record of the activities of each Committee Chairperson shall be kept and a written report shall be given to the President at the end of the year and kept at the Symphony Office in a space designated by the Executive Director.

Section 3 - Meetings:

The Board of Directors shall hold regular monthly meetings from September through May.

Section 4 - Quorum:

A majority of members of the Board of Directors shall constitute a quorum at meetings of the Board.

Section 5 - Board Members:

- a. **Immediate Past President** - shall be a member of the Board of Directors for one year, to serve in an advisory capacity, on request, to the Board, Executive Committee and the President.
- b. **Parliamentarian** - shall advise the Board as to parliamentary procedure; interpret the By-Laws of the Society as necessary.
- c. **Historian** - This member shall be required to prepare and keep a detailed scrapbook to be presented to the President at the end of her/his term of office. An electronic copy of the scrapbook will be kept for at least five years in the Symphony Office designated space
- d. **Editor of News of Note** - This member shall be responsible for editing, publishing and distributing the Society's newsletter to the membership monthly, September through May.
- e. **Chairpersons of the following Committees –**

Membership - This committee shall maintain a current file of the members of the Society, their addresses and activities in which they participate. Annually they shall send renewal notices, receive dues payments and transmit them to the Treasurer. They shall work constantly to recruit new members and educate both new and existing members to encourage their participation in the Society's activities. The membership committee is responsible for obtaining membership name badges, and a badge will be provided for each new member. The President shall receive a President's name badge at the beginning of the term labeled President and the years of her/his term of office.

Information Specialist - This chair is responsible for organizing and facilitating communications among members of the Society.

Luncheons - This committee shall be responsible for all matters in connection with the Society's monthly luncheon meetings including scheduling, reservation, hospitality, programs and drawings.

Scholarship-Education - This committee shall be responsible for the scholarship and education program activities of the Society. Each fiscal year the committee will prepare a suggested program of scholarship/education activities with the accompanying budget for review and approval of the Executive Committee/Board. This committee is responsible for developing criteria for awarding annual music related scholarships as well as any processes that are necessary for approved programs. These programs will be funded by the revenues on deposit in the Scholarship-Education Fund account that appears on the Society's financial statements. It shall work in cooperation with the Education Committee of the Association's Board. (effective April 2015)

Corporate Sponsorship and Development – This committee shall be responsible for securing cash and in-kind sponsorship for Society fund-raising projects.

By-Laws and Policies and Procedures Review - The committee shall consist of the Parliamentarian as chairperson, who can only vote to break a tie, and three Past Presidents. This committee is charged with reviewing the By-Laws and Policies and Procedures of the Symphony Society at least annually in accordance with Article VIII, and recommending any needed changes to the membership.

Nominations - The three immediate past presidents shall serve as the nominating committee. If one or more is not available, recent past presidents will be asked to serve by the remaining committee member(s) to obtain the required three member nominating committee.

Strategic Planning - This committee shall consist of the President, First Vice President, three Past Presidents, and two members at large. Two members shall be appointed each year for a term of three years. This committee shall be concerned with future plans of the Society and will make appropriate recommendations to the Board to ensure its continuing progress as a community leader.

Publicity- This committee shall consult with project chairpersons to publicize coming events and to coordinate interrelated activities.

Board Meeting Arrangements- Members shall be responsible for arranging and executing plans for the Board Meetings.

Chaplain - She/He shall prepare and deliver the invocation at the luncheons.

Honors - The committee shall select three members to be honored each year. At a monthly luncheon, these members will receive special badges designating them "Members of the Year". The selected members will serve as the Honors committee and carry out the ceremony for the following year.

Concert Ushers - This committee shall work with the Concert Hall personnel in providing ushering services for each Symphony concert and, upon request, at other events related to the Symphony.

Office Volunteers - It shall be the duty of this member to staff the Symphony Office with volunteer workers as requested.

Volunteer Records - This member shall keep a record of total volunteer hours worked by the membership and guests for fund-raising projects and other Society business.

Yearbook - In cooperation with the Membership Chairperson, this committee shall edit, publish and arrange for distribution of the annual yearbook of the Society

Chairpersons of Fund-Raising Committees - Committees will be established by the President for planning and conducting fund-raising projects with the approval of the Executive Committee

Article VII - Fiscal Year:

The financial fiscal year shall be from July 1 to June 30.

Article VIII - Amendments and Revisions to the By-Laws:

Section 1 - Amendments:

The By-Laws of this organization may be amended by the general membership at any general or special meeting called for such purpose, by a vote of two-thirds of the voting members present, provided that notice of the amendment is either read at the previous meeting or is mailed to voting members at least ten days prior to the meeting at which it is to be acted upon.

Section 2 - Revisions:

These By-Laws shall be reviewed at least annually by the Parliamentarian, the President and members of the By-Laws Committee, and any proposed revisions submitted to the members (as provided for in Section 1 of this Article) for their approval. An amendment shall contain its effective date.

Article IX - Rules of Order:

“Roberts Rules of Order” (revised) shall be the parliamentary authority for all matters of procedure not specifically covered by the By-Laws or by specific rules or procedures adopted by the Symphony Society.