

# SKAGIT SYMPHONY



## *Board of Directors Handbook*

## *BYLAWS*



*Skagit Symphony - McIntyre Hall*

2017 Edition

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**BYLAWS OF THE  
SKAGIT SYMPHONY**  
(Revised June 2014)

**MISSION**

The Mission of the Skagit Symphony is to inspire appreciation of symphonic music through concerts, educational programs and community involvement.

**ARTICLE I**

The name of this organization shall be Skagit Symphony (hereinafter “the Symphony”). The organization was originally incorporated and known as the “Skagit Valley Symphony,” which may still appear in various places online and in print.

**ARTICLE II**

**Membership Categories: Powers, Duties and Related Matters**

**Section 1. Board of Directors**

**a. Powers and Authority.**

The governing body of the Symphony shall be The Board of Directors (hereinafter “The Board”), which shall consist of not fewer than eight (8) lay Directors and two (2) Symphony member Directors, nor more than twenty-five (25) total Directors. If there are fewer than 8 Directors, the Symphony may be managed by a Board consisting of the actual number of Directors until 8 or more Directors is reached.

**b. Elections, Terms, Constitution and Procedures.**

Directors shall be elected to **staggered three-year terms** by The Board. This is interpreted that no two directors shall resign at the same time, regardless of month they began service as a director. Directors may be elected and appointed at any time during the concert & fiscal year.

After a Director has completed his/her three-year term, the director may continue year by year, with the board’s approval.

The Executive Committee shall meet in March to nominate a slate of executive officers by April of each year and bring nominations to The Board to fill Director vacancies.

It is recommended that one Director be a practicing or retired attorney, and one Director be a practicing or retired accountant. In the event the position cannot be filled, an advisory position shall be substituted.

**c. Vacancies.**

Except as otherwise provided, Director vacancies, whether caused by resignation, death, or otherwise, may be filled by a vote of the majority of the remaining Directors attending a meeting of The Board, if notice shall have been given to all of the remaining Directors that such vacancy would be filled at the meeting. A Director thus elected to fill any vacancy shall hold office for the unexpired term of his/her predecessor and until his/her successor is elected and qualified.

**d. Removal of Directors.**

At a special meeting of The Board called by The Board President, a Director may be removed from office by a vote of the other Directors. At least one calendar week before the special meeting, an advance mail notice shall be sent to all Directors. The Director in question must be given the opportunity to address The Board before a removal vote. Removal shall be without prejudice. Approval may be with or without cause.

**e. Resignation.** A Director may resign from his/her position on The Board at any time by giving written or e-mail notice addressed to The Board President.

**f. Duties of The Board.**

It is the primary duty of The Board to raise money to support the continuation of the Skagit Symphony. This includes, but is not limited to, creating a structure for Ticket Sales, Sponsorships of Concerts, Fundraisers, Patron Drives, Advertising Sales, Silent Auctions, Investments, and other financial ideas that support the Symphony.

The Board shall decide all policy matters, and make all major Symphony decisions. The Board shall be responsible to develop the annual budget for the Symphony. The Treasurer and Executive Director will present a proposed budget for the coming year after the *March Planning Retreat*. The budget must be finalized and passed by The Board by the end of the current fiscal year (June 30).

The Board shall reserve the right to determine when a decision shall be made by The Board, delegable to Symphony Executive Director.

The Board may create committees as it finds necessary or advisable, and the committees shall present monthly reports for The Board's knowledge and consideration.

**g. Honorary Board Members**

The Board shall, from time to time, have honorary members. This “honorary” status is intended to bestow upon a person “ex officio” membership, and shall serve as a compliment to that member for valuable input to The Board. The selection of honorary Board members shall be based on qualities of community leadership and commitment, as well as wisdom and knowledge that the honorary member can provide to the Symphony. This honorary Board member cannot vote, and his or her presence at a meeting will not be countable toward a quorum.

## **ARTICLE III**

### **Executive Committee**

**Section 1.**

The Executive Committee is composed of The Board’s elected officers, and the Executive Director and the Music Director, and shall be chaired by the President of The Board.

**Section 2.**

The executive Committee shall have the following powers and authority:

- a. to bring proposals to The Board;
- b. to make nominations of prospective Board members to fill vacancies.
- c. to make personnel decisions and handle financial matters which do not need to go to the full Board.

## **ARTICLE IV**

### **Elected Board Officers: Listing and Duties**

**Section 1. Officers in Rank Order.** Board President, Board President-Elect, Secretary, Treasurer, Past-President.

**Section 2. Duties and Powers.**

The Skagit Symphony Board will function generally under the [Simplified Handbook of Parliamentary Procedures](#), to the extent possible for a small board. Board duties are adopted in part from that document.

- a. **Board President.** The Board President shall exercise all the usual executive powers of the President including.
  1. Create agendas for Board meetings, consulting with the Executive Director and any standing committees which need to report on progress.
  2. Conduct Board meetings, following rules of order.

3. Appoint all standing and ad hoc committees of the board, subject to ratification by The Board.
  4. Call for reports from the standing committees before each meeting.
- b. **Board President-Elect.** The Board President-Elect shall
1. serve as President upon termination of the current President's term.
  2. discharge the duties of The President, upon request of the President.
  3. chair one Symphony fundraiser during his/her term of office.
- c. **Secretary.** Secretarial duties are as described in the [Simplified Handbook of Parliamentary Procedures](#), in addition to those described below.
1. The Secretary shall be responsible for ensuring that all non-financial books and records of The Symphony are properly maintained, including documents to be filed on The Board's web page.
  2. Keep a record of all reports made to the board.
  3. The Secretary shall discharge the duties of The President-Elect upon the absence of the President-Elect.
- d. **Treasurer.**  
The Treasurer shall
1. record all financial transactions,
  2. meet government obligations for fiscal filings
  3. oversee banking and insurance matters
  4. participate in budget preparation
  5. prepare monthly financial reports on the status of the organization.
  6. Be a member of the Financial Committee
  7. be responsible for the coordination of the yearly independent audits or other reasonable checks and balances as determined by The Board.
- e. **Past-President**  
The past President has valuable experience and knowledge that can be useful for transitions to a new President and Board. The Past-President shall serve for one year following his/her term of office as President, and give input on decisions. The Past-President and is a full voting member of The Board and Executive Committee.

If the Past President would like to continue serving the Board, he/she may continue as a regular Board member, for one year, as approved by the Board.

Duties of the Past-President will be

1. to make recommendations for revising the Bylaws or policies
2. assist in finding new Board members for the organization.
3. assist in finding candidates for executive officers for the coming year.

**Section 3. Terms of Office.** Terms of elected positions shall be for one year from July 1 through June 30. Retiring officers are eligible for election to any office including the office that they currently hold.

**Section 4. Vacancies.** Vacancies in any office arising from any cause may be filled by The Board at any regular or special meeting.

**Section 5. Other Officers and Agents.** The Board may appoint such other officers as agents as it shall deem necessary or expedient, who shall hold their offices for such term and shall exercise such power and perform such duties as shall be determined from time to time by The Board and policy.

**Section 6. Removal of Officers.** Any officer elected or appointed may be removed by The Board by the affirmative vote of a majority of the whole Board whenever in its judgment the best interests of The Symphony shall be served thereby. Such removal shall be without prejudice to the contract rights, if any of the officer so removed; provided, that election or appointment of an officer or agent shall not of itself create contract rights.

## ARTICLE V

### Meetings

**Section 1. Regular Meetings.** The Board shall meet monthly, no less than ten times per year. The meeting will be held on dates scheduled in advance by the board.

**Section 2. Annual Planning Retreat.** The annual meeting shall be held during the Annual Planning Retreat, in March. Plans for the following year will be discussed, and goals set before the budget is created. The Treasurer and Executive Director shall submit all year-end summary reports. Any other necessary business shall also be conducted at that meeting.

**Section 3. Special Meetings.** Special meetings of The Board may be held at any place and at any time, whenever called by The Board President, Board President-Elect, Secretary, or Treasurer, or any three (3) or more Directors.

**Section 4. Notice of Meeting.** Notice of the time and place of regular meetings and any special meetings of The Board of Directors shall be given by the Secretary or by the person(s) calling the meeting, by mail/e-mail/telephone, upon which the meeting is to be held and provided that no notice of any regular meeting need be given if the time and place thereof shall have been announced at the previous meeting.



**Section 6. Registering Dissent.** A Director who is present at a meeting of The Board at which action on a Symphony matter is taken shall be presumed to have assented to such action unless his/her dissent shall be entered in the minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of The Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**Section 7. Quorum.** A majority of The Board shall be necessary to constitute a quorum for the transaction of business. A quorum is defined as a simple majority of all voting members (i.e. half the voting members of The Board, plus one additional voting member). The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of The Board.

**Section 7. Action by Directors Without a Meeting.** Any action required or which may be taken at a meeting of the Directors, or of a Committee thereof, may be taken without the necessity of holding a meeting if and only if a consent is signed by the President of The Board of Directors, setting forth the action to be taken, and placed in the minutes, and vote of the Directors or committee members is pursuant to a method allowed in these Bylaws.

**Section 8. Action of Directors by Communications Equipment.** Any action required or which may be taken at a meeting of Directors, or of a committee thereof, may be taken by means of a conference telephone call or similar communications equipment. Conference phone calls can provide verification of Board members vote by other Board members. Other electronic means such as fax or e-mail which is both signed/time stamped (fax) or received directly from a Board members e-mail account is acceptable.

**Section 9. Business.** Business transacted at all special meetings shall be confined to the objects stated in the call or a unanimous vote of all Directors that other items can be addressed.

**Section 10. Majority Vote Governs.** When a quorum is present at any meeting, the vote of the majority of The Board members, present in person or represented by proxy at said meeting, shall decide any question brought before the meeting, unless the question is one upon which, by express provision of the statutes of the State of Washington, or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question. A proxy vote is defined as written, faxed, or e-mailed correspondence from a Board member giving another Board member his/her voting privileges on certain issues or a blanket vote authority. A proxy vote can be used to determine a quorum if necessary to constitute a quorum if and only if it is specifically authorized in the proxy document.

**Section 11. Voting for Special Meetings and in Emergencies.** Voting at times other than regularly scheduled Board meetings can be conducted via telephone, fax or e-mail. For faxes and email, printed verification shall be filed with the Secretary. A vote by telephone shall be verified by two other Board members during a conference call. The names of the verifying Board members shall be lodged with the Secretary.

**Section 12. Operational Specifications.** Board and committee meetings are open to members of the orchestra, honorary board members, and volunteers. If one would like to be included in the Board agenda and business, they should provide notice to the President for inclusion in the agenda for presentation of board business.

**Section 13. Election of Officers for the Coming Year.** Nomination of officers for the coming year will take place at the May meeting. Between the May and June meetings, additional nominations may take place. The actual vote for the coming year officers shall take place at the June meeting.

## ARTICLE VI

### **Indemnification of Directors and Officers, Employees and Agents**

**Section 1. Indemnification.** Symphony Directors, officers, employees, agents and volunteers (hereinafter “protected individuals”), shall not have any personal liability to The Symphony, its members, or third parties, for monetary damages for his or her conduct while acting on behalf of The Symphony except for acts or omissions that involve intentional misconduct, or a knowing violation of law, or for any transaction from which the individual personally receives a benefit in money, property or services to which the individual is not legally entitled.

**Section 2. Insurance.** The Symphony shall purchase and maintain insurance on behalf of protected individuals for the benefit of protected individuals against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, consistent with the above described indemnification provision.

**Section 3. Duty to Defend.** If any action or proceeding is brought against any protected individual, for any protected conduct, The Symphony shall, on notice from the protected individual, resist or defend the action or proceeding, either directly, or by the insurance company, at The Symphony’s discretion. If The Symphony chooses to defend directly, it may retain any counsel satisfactory to The Symphony.

## ARTICLE VII

### Articles of Incorporation

The Skagit Symphony is incorporated under Articles of Incorporation, 601-528-995, filed with the Washington State Office of the Secretary of State on February 11, 1994. The original name incorporation name was The Skagit Valley Symphony.

## ARTICLE VIII

### Fiscal Year

The fiscal year shall be from July 1 through June 30.

## ARTICLE IX

### Policy Adoptions

Policies can only be adopted by a vote of The Board and abolished or amended in the same manner.

## ARTICLE X

### Bylaws Amendments

**Section 1. Proposal of Amendments.** Amendments to these Bylaws shall be proposed at a regular meeting of The Board and disseminated to Directors at least two weeks prior to the meetings at which any amendment is to be considered.

**Section 2. Adoption of Amendments.** A majority vote of the whole Board shall pass amendments.