

BY-LAWS OF THE WILLIAMSON COUNTY YOUTH ORCHESTRA
Williamson County, Tennessee

Article I-Name

Section 1.1 The name of the not-for-profit corporation shall be WILLIAMSON COUNTY YOUTH ORCHESTRA (“WCYO”).

Article II- Purpose and Membership

Section 2.1 The purpose of this corporation shall be to make an instrumental ensemble for civic, social, and other special occasions while also providing an educational music background for the corporation’s members.

Section 2.2 Membership of the orchestra is composed of young people involved in WCYO programming. Parents or guardians of orchestra members automatically become voting members of the corporation upon acceptance of their child for membership into WCYO programming and payment of tuition. Each family shall have one (1) vote to approve new directors to the Board, to approve reappointment of existing directors who have been nominated by the Board, and to approve amendments to the bylaws as put forward by the Board.

Section 2.3 Any elementary school or secondary school student who ascribes to the purposes of the Williamson County Youth Orchestra shall be eligible for membership. The opportunities provided by this corporation shall be offered on an equal opportunity basis to all youth without regard to race, creed or sex.

Section 2.4 Membership shall be granted upon:

- A. Completion of the corporation’s registration form and
- B. Successful completion of an audition as determined by the conductors
- C. Remittance of a tuition fee set at a rate determined to be appropriate by a simple majority of the Board on an annual basis, and
- D. Approval of the Board of Directors

Section 2.5 Membership fees shall be waived or reduced for those applicants whom the Board of Directors determines to be financially unable to remit such a fee.

Article III- Management

Section 3.1 The Management of this corporation shall be vested in a Board of Directors who are at least eighteen years of age.

Section 3.2 The Board of Directors shall have and exercise all the powers necessary to control the work and policy of the corporation. No contract, debt or obligation shall be binding unless contracted under the authority of the Board of Directors.

Section 3.3 The Board of Directors shall have the power to fill for unexpired terms, all vacancies occurring in their number. Officers working in a volunteer capacity are elected from their number. Officers receiving compensation may or may not be hired from their number.

Article IV- Officers

Section 4.1 The President shall preside at all meetings of the Board of Directors and of the corporation. The President and one additional officer of the Executive Board shall execute all legal papers, documents, and instruments ordered to be executed by the Board of Directors. The President shall be a member ex-officio of all committees of the corporation and shall perform such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 4.2 The Vice-President shall act in the absence or disability of the President. In the absence of a Vice-President, the Secretary shall act in the absence or disability of the President.

Section 4.3 The Secretary shall keep the minutes of all meetings of the corporation and of the Board of Directors.

Section 4.4 The Treasurer shall have charge of the funds and securities of the corporation, and shall cause them to be deposited in the depositories approved by the Board of Directors. (S)he shall see that accurate records are kept of the funds and shall make quarterly reports to the Board of Directors. Financial Statements shall be submitted to the President for review on a monthly basis. The Treasurer of the Board of Directors shall be the Treasurer of all the branches of the corporation.

Article V- Board of Directors

Section 5.1 The Board of Directors shall be the governing body of this corporation, and shall determine its policies and coordinate its various programs. The Board may solicit, receive, own, sell, pledge, deliver, purchase and encumber property of all kinds; and enter into contracts of not more than three (3) years duration with sponsoring groups, employees, consultants, accountants, attorneys, and other persons or corporations, for the purposes herein set forth. No employee or independent contractor of the corporation may be a voting member of the Board of Directors. The Board of Directors shall have the responsibility of appointing officers. The officers of the Board shall have the responsibility for hiring and dismissing any employees/independent contractors and determining wages and benefits.

Section 5.2 The Board must consist at minimum of two (2) officers: President and Secretary. As many as five (5) additional directors may be appointed as needed by a majority vote of the Board of Directors. Orchestra conductors shall serve as non-voting members of the Board.

Section 5.3 The Board of Directors shall make a good faith effort to propose nominees for membership on the Board of Directors in a manner that will result in approximately 1/3 of the Board being newly appointed each year.

Section 5.4 The term of office of a newly appointed director of the board shall be three (3) years. If any director resigns or leaves midterm, the remaining directors shall have the authority to appoint a replacement for such vacancy for the unexpired portion of the term.

A director may be reappointed for an additional term if nominated by the Board of Directors and approved by the membership. No director shall serve more than two (2) consecutive terms, except in the case of a director who was appointed to the Board to complete an unexpired term or in the case of the President and President-Elect who may continue to serve until completion of their terms as President.

Section 5.5 New officers, except for the initial officers, shall be nominated from among existing directors and must have served on the Board for a minimum of one (1) year to be eligible for nomination. The position of Treasurer may be exempted from the one (1) year of service prerequisite by a simple majority vote of the Board. New officers shall be elected by a simple majority of the Board.

The presiding President is expected to remain as a non-voting advisor for one (1) year after his current term expires to assist the succeeding officers.

Section 5.6 The Board shall be responsible for the removal of any officer or director for failure to perform his/her duties. The removal of an officer or director shall be accomplished by at least two-thirds (2/3) vote of the Board for which written notification stating the purpose of the action has been given to the directors one (1) week in advance.

Section 5.7 Absences from three (3) consecutive meetings, unless excused by the President, shall terminate the service of a director.

Article VI- Meetings

Section 6.1 The Board of Directors shall hold at least two (2) meetings a year; one meeting in the fall and one meeting in the spring.

Section 6.2 One (1) more than half of the members of the Board of Directors shall constitute a quorum.

Article VII- Committees

Section 7.1 The Board of Directors, upon the recommendation of the president or the Executive Director, shall designate the various areas or departments into which the program and administrative work of the corporation shall be divided; shall determine the

division of responsibility and the relationship between such departments; and shall authorize the President to appoint necessary committees.

Section 7.2 The Board of Directors may designate committees and appoint one or more directors to serve on said committees. A majority of all members of any such committee may determine its action and fix the time and place of any meeting, unless the President or Board of Directors shall otherwise direct. The President shall have power at any time to change the number of the members of any committee, to fill vacancies and to discharge any such committee.

Article VIII

This non-profit entity is organized exclusively for religious, charitable, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. This corporation shall not carry on any activities not permitted to be carried on by an corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code of 1954 of the corresponding provision of any future United States Internal Revenue Law.

Article IX- Parliamentary Authority

The rules contained in the most recently published edition of the Modern Edition of the Robert's Rules of Order shall govern the Corporation in all cases where they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

Article X- Amendment

Section 8.1 Power to make, alter or repeal all or any part of these bylaws shall be vested in the Board. Notwithstanding the foregoing, the directors shall not have the power to make amendments to the bylaws, which would substantially change the purpose of this corporation or cause it to lose its tax-exempt status.

Section 8.2 Amendments to these bylaws shall be approved by at least a two-thirds (2/3) vote of the Board and submitted in writing for a simple majority vote at an annual meeting of the membership provided that previous written notice of the amendment is distributed to all members at least eight (8) days in advance.

Article XI- Dissolution

In the event of dissolution of the Williamson County Youth Orchestra, remaining assets, after the satisfaction of all obligations of the Association, shall be distributed for the purpose within the scope of the Internal Revenue Code 501(c)3 or amendments thereof.

These By-Laws were amended at a meeting of the Board of Directors on the date of December 29, 2010.



Lawrence Riffel, President



Syed Mohamed, Vice President



Amy Phillips, Treasurer



Teena Sand, Secretary

LR/ap 10-13-10