

# **By-Laws of The GLBTS Symphony Orchestra of Atlanta, Inc.**

*Adopted the # day of April, 2015.*

## **Article I. Name**

The legal name of this organization is The GLBTS Symphony Orchestra of Atlanta Inc., d/b/a Atlanta Philharmonic Orchestra. It is referred to herein as “the Orchestra.”

## **Article II. Purpose**

### **Section 1. Nonprofit Purpose**

This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section 2. Mission**

The Atlanta Philharmonic Orchestra is a volunteer community orchestra whose members are not limited by sexual orientation or gender identity.

The Atlanta Philharmonic Orchestra provides culturally and socially enriching enjoyable experiences that cultivate an appreciation of music and the performing arts in the metro Atlanta area. We bring together people with diverse life experiences and, through this shared purpose, create an environment that fosters understanding among the variety of communities represented by our members, audiences, and artistic partners.

## **Article III. Membership**

### **Section 1. Eligibility**

Membership is open to all interested and qualified musicians in support of the purpose stated in Article II, Section 2.

Members in good standing have:

- Successfully completed an audition, if required. The Board of Directors, with the advice and counsel of the Principal Conductor, shall determine the method and manner by which auditions will be held.
- Provided contact information and concert availability for the current season.
- Satisfied any dues requirements.
- Agreed to abide by the policies and standards set forth in the Member Handbook, which the Board of Directors shall maintain and make available to potential and current members.

### **Section 2. Dues**

The amount of membership dues shall be set annually by the Board of Directors. The Board may

consider and approve by vote a reduction of dues on a case-by-case basis when a member who is otherwise in good standing makes a written request.

### **Section 3. Privileges**

Members in good standing are eligible to vote on matters of Orchestra business as described herein and at the discretion of the Board of Directors. Each member is entitled to one vote.

Members may also be entitled to participate in social events and enjoy other such benefits that may be organized by or offered exclusively to members of the Orchestra from time to time.

### **Section 4. Resignation and Termination**

(a) Any member may resign by delivering written notice of withdrawal from the Orchestra to the Board of Directors. Resignation shall not relieve a member of unpaid dues, nor will it result in a refund of dues previously paid.

(b) A membership may be considered lapsed for:

- Non-payment of dues in a timely manner
- Excessive absences from regular rehearsals
- Failure to attend a mandatory rehearsal
- Disregard for or violation of policies or standards in the Member Handbook

Upon a lapse, the member shall be notified by the Board of Directors of the change in status and provided with a reasonable remedy to restore good standing.

Failure to resolve the lapse as directed shall entitle the Board to vote on termination of the member. Termination shall not relieve a member of unpaid dues, nor will it result in a refund of dues previously paid.

### **Section 5. Non-voting Membership**

The Board of Directors shall have the authority to establish and define non-voting categories of membership.

## **Article IV. Membership Meetings**

### **Section 1. Annual Meetings**

An annual meeting of the members shall take place in the final quarter of the fiscal year. The specific date, time, and location shall be announced by the President at least one week prior to the meeting. At the annual meeting, the members shall nominate candidates for the Board of Directors, have the opportunity to hear candidate statements, and receive reports on the activities of the Orchestra.

### **Section 2. Other Meetings**

Meetings may be called by the President or a simple majority of the Board of Directors. A petition signed by fifty percent (50%) of voting members may also call a special meeting. Notice of any meeting shall be given to each voting member not less than one week prior to the meeting.

### **Section 3. Voting**

Matters brought before the membership shall be presented in a manner that allows for public discussion and commentary. When a vote is called, it may then be carried out by any means that provides for:

- Confirmation of a member's eligibility
- One vote per member
- A tally of the votes cast

A quorum or valid vote shall consist of two-thirds of voting members. Proxy votes are not allowed. Unless otherwise stated, a simple majority of the votes cast shall decide the issue.

## **Article V. Board of Directors**

### **Section 1. General Powers**

The affairs of the Orchestra shall be managed by its Board of Directors. The Board shall have control of and be responsible for the management of the affairs and property of the Orchestra.

### **Section 2. Composition and Terms**

(a) Five directors shall be elected from the voting membership. These elected members shall include the President, Member at Large, and three additional directors, who shall together constitute the executive board.

Elected members, except for the Member at Large, shall serve two-year terms that expire in alternate years: the President and one member will serve concurrently, while the other two members will serve together. The Member-at-Large shall be elected annually. Terms begin July 1 of the calendar year in which the member was elected.

Nominations shall be made no later than two weeks prior to the last concert of the season. Elections shall be held within four weeks of nominations, but no later than the end of the fiscal year, at a time and in a manner announced by the President at the time of nominations.

Any elected director may resign their seat by written notice to the Board at any time.

(b) Up to three additional directors may be appointed based on a simple majority vote of the executive board, after a vetting and interview process to evaluate the candidates' qualifications.

Appointed directors shall serve until they voluntarily resign by written notice to the Board or are removed per Section 9 below. The positions may remain vacant.

(c) Each member of the Board of Directors shall be entitled to one vote with the exception of the Member-at-Large, who shall vote only in the event of a tie.

(d) Each member of the Board of Directors shall contribute at least one hundred cash dollars (\$100) to the Orchestra annually, all or part of which may come from membership dues. No contribution credit shall be given for in-kind donations.

### **Section 3. Attendance and Quorum**

(a) The Board of Directors shall meet a minimum of once per quarter each fiscal year. Members of the Board may attend meetings in person or by other means that allow for real-time discussion of issues, including, but not limited to, telephone and video conferencing.

(b) The presence of a majority of all current directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the directors present at a meeting when a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **Section 4. Informal Action**

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be affirmed by two-thirds (2/3) of all of the directors following notice of the intended action to all members of the Board of Directors.

### **Section 5. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as directors.

### **Section 6. Confidentiality**

Directors shall not discuss or disclose information about the Orchestra or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Orchestra's purposes, or can reasonably be expected to benefit the Orchestra. Directors shall use discretion and good business judgment in discussing the affairs of the Orchestra with third parties. Without limiting the foregoing, directors may discuss upcoming fundraisers and the purposes and functions of the Orchestra, including but not limited to accounts on deposit in financial institutions.

### **Section 7. Advisory Council**

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually, but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Orchestra by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein.

### **Section 8. Removal**

Any member of the Board of Directors or the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board if, in their judgment, the best interest of the Orchestra would be served thereby. Each member of the Board must receive written notice of the proposed removal at least seven days in advance of the vote.

The person under consideration shall be given an opportunity to be heard by the Board prior to the vote. The person shall not be counted in determining the presence of a quorum, nor in whether the

required three-quarters vote has been obtained. If the President is the subject of the vote, the Vice President shall preside at the meeting.

Elected members of the Board of Directors who have had their membership lapse may continue to serve on the Board, but only in a non-voting, advisory capacity until the lapse has been remedied and their good standing restored. They shall not be counted in determining the presence of a quorum. If their membership is terminated under Article III, Section 4(b), they shall automatically be removed from the Board.

An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

#### **Section 10. Vacancies**

Vacancies for any elected director shall be filled from the voting membership without undue delay by a majority vote of the remaining members of the Board.

### **Article VI. Officers**

#### **Section 1. Titles**

The officers of the Orchestra shall be President, Vice President, Secretary, and Treasurer. All officers must be current members of the Board.

The office of President shall be directly elected by the membership. The candidates for President shall be nominated specifically for that office.

The duties of Vice President, Secretary, and Treasurer shall be assigned by mutual consent to each of the remaining members of the executive board at the first meeting of the Board of Directors in the new fiscal year or following any change in the makeup of the executive board.

#### **Section 2. Removal and Vacancies**

(a) Any officer, except the President, may voluntarily resign their office at any time without resigning from the Board of Directors. Any officer, except the President, may be removed or suspended from office by a simple majority vote of the members of the Board.

(b) A vacancy in the office of the President shall be filled by the Vice President unless he or she is unable to serve, at which time the vacancy shall be filled by a special election of the membership.

(c) A vacancy in the office of the Vice President may be left vacant with the President delegating the duties of that position as needed. A vacancy in the office of Secretary or Treasurer shall be filled by mutual consent of the executive board.

### **Article VII. Committees**

The Board may create standing, special, and ad hoc committees as needed to help fulfill the mission of the Orchestra. Committee chairs shall be appointed by and responsible to the President.

An outgoing committee chair may provide input about appointing his or her successor.

## **Article VIII. Musical Leadership**

### **Section 1. Positions**

A Music Director shall be selected by the membership and serve at the will of the Board. In addition to their other duties, the Music Director shall attend meetings of the Board of Directors in an advisory capacity. The same person shall serve as both the Music Director and the Principal Conductor.

In the absence of a Principal Conductor, the Board may appoint an Interim Conductor.

The Board may also appoint Associate, Assistant, and Apprentice Conductors as well as a Concertmaster. The selection process shall be the same for all musical leadership positions.

Any compensation is at the discretion of the Board of Directors. The positions may be full-time, part-time, or contract. Individuals holding musical leadership positions are not part of the membership of the Orchestra.

### **Section 2. Selection Process**

Positions in the musical leadership of the Orchestra are open to all qualified individuals. Recruitment and vetting of candidates shall be the responsibility of a Search Committee, comprised of members in good standing. The Music Director shall also be included in the Search Committee for any other positions.

The Search Committee shall recommend a slate of candidates to the membership and arrange suitable auditions. After the auditions have been completed, the membership shall select a candidate to fill the position, requiring a majority of votes cast to confirm. If no candidate receives enough votes, then the Search Committee shall offer another slate of candidates.

The Search Committee shall communicate the results of the process to all applicants in writing.

## **Article IX. Conflict of Interest and Compensation**

### **Section 1. Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Orchestra) interest when it contemplates entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Orchestra 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 Orchestras.

### **Section 2. Definitions**

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.

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

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

- A compensation arrangement with the Orchestra or with any entity or individual with which the Orchestra has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Orchestra 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 Section 3(b) below, 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.

### **Section 3. Procedures**

(a) *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 disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) *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, he/she 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.

(c) *Procedures for Addressing the Conflict of Interest*

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. 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.
3. After exercising due diligence, the governing board or committee shall determine whether the Orchestra 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.
4. 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 Orchestra'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.

(d) *Violations of the Conflicts of Interest Policy*

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.

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.

#### **Section 4. Records of Proceedings**

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

- 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.
- 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.

#### **Section 5. Compensation**

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

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

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

#### **Section 6. 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:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands the Orchestra 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.

#### **Section 7. Periodic Reviews**

To ensure the Orchestra 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:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Orchestra'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.

**Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the Orchestra may use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**Article X. Parliamentary Authority**

The rules contained in *Robert's Rules of Order, Revised*, shall govern the Orchestra in all cases to which they are applicable and in which they are not inconsistent with the bylaws or the special rules of order of the Orchestra.

**Article XI. Amendments**

These bylaws may be amended by two-thirds of the members in good standing of the Orchestra in a properly held vote. The membership shall be notified of adopted bylaw amendments by the most feasible means.