

# **WILLIAMSON COUNTY SYMPHONY ORCHESTRA SOCIETY**

## **BYLAWS**

**As amended November 29, 2004**

**As amended February 27, 2006**

**As amended May 17, 2008**

**As amended April 27, 2014**

### **ARTICLE I – NAME**

The name of the corporate organization shall be the Williamson County Symphony Orchestra Society. For the purposes of these bylaws, the organization shall be referred to as the Society. The name of the performing group of musicians shall be the Williamson County Symphony Orchestra which shall be referred to as the Orchestra.

### **ARTICLE II – ORGANIZATION’S PURPOSE**

The Society is organized to be a non-profit, educational corporation. The purpose of the corporate organization is to support the Orchestra in performing the following functions:

- To provide an opportunity for amateur musicians to play their instruments in a quality, professional orchestral environment,
- To provide an opportunity for talented student musicians to play their instruments in a quality, professional orchestral environment,
- To teach both the technical and historical aspects of music performance to such participants and their audiences,
- To perform orchestral repertoire for the benefit of audiences in Williamson County and the surrounding communities,
- To provide orchestral and ensemble performances for local schools to enhance their curriculum,
- To provide orchestral and ensemble performances for local civic groups to enhance their public events,
- To perform patriotic music which honors the great traditions of Texas and the United States,
- To accomplish these functions in a family-friendly environment, and
- To accomplish these functions guided by the Judeo-Christian moral and ethical principles upon which the United States was founded.

### **ARTICLE III – MEMBERSHIP**

Membership in the Society shall be considered on an annual basis for the period July 1 through June 30. The base Membership Dues (contribution) shall be \$25.00. All adult Musicians participating in the Orchestra shall be required to be Members of the Society. Membership funds collected after the spring concert series or March 15, shall be applied to Membership for the following year (July to June); however, Membership shall become effective upon the receipt of the Membership Dues. Adult Musicians participating in the Orchestra shall be required to pay a Musician’s Fee of \$35.00.

The Director of Music shall approve the participation of individual youth Musicians who desire to participate in the Orchestra. Youth Musicians, those younger than 18 years of age, shall pay a Musician's Fee of \$35.00. Youth Musicians shall not be Members of the Society.

The Musician's Fee shall be treated as a contribution with the funds used to cover the costs of purchasing and renting sheet music and to fund administrative costs of operating the Orchestra.

The Board of Directors shall have the sole responsibility for determining compensation for any of the participating musicians in the Orchestra. No more than 25%, maximum of 15, of the participating musicians may receive compensation for their activities as musicians with the Orchestra. Such compensated (professional) participating musicians shall be required to be members of the Society.

There may be circumstances in which the Director of Music will hire a professional musician for a special occasion only. Such participation by a paid professional musician would occur only to help create a quality musical performance on a specific piece of music. Any pay for a professional musician performing with the Orchestra under such special circumstances must be approved by a vote of the Board of Directors. The "guest" musician shall not be required to join the Society.

Members of the Society shall have the right to vote to elect the Board of Directors and to amend these Bylaws. Two weeks prior to any vote of the membership of the Society, the Recording Secretary shall publish a list of those eligible to vote at such meeting.

#### **ARTICLE IV – BOARD OF DIRECTORS**

The Board of Directors of the Society shall consist of fourteen voting members:

- Director of Music
- Chairman of the Board
- Vice Chairman of the Board
- Recording Secretary
- Corresponding Secretary
- Corporate Treasurer
- President of the Society
- Director of Membership
- Director of Governmental Relations
- Director of Corporate Fund Raising
- Director of Media Relations & Advertising
- Director of Public Advertising
- Director of Concert Activities
- Director of Audio/Visual Activities

The Board of Directors of the Society shall consist of four non-voting members:

- Concertmaster – appointed by the Director of Music
- Associate Concertmaster – appointed by the Director of Music
- Librarian – appointed by the Director of Music

- Webmaster – appointed by the Chairman of the Board

To be eligible to serve on the Board of Directors, an individual must be a member of the Society.

The Board of Directors shall conduct the business of the Society in a professional manner to accomplish the Organization’s purpose as stated in Article II. The Board of Directors shall be responsible for maintaining the Society’s incorporation under the laws of the State of Texas and for maintaining the Society’s Recognition of Exemption under Section 501 c (3) of the Internal Revenue Code.

The Board of Directors will hold periodic meetings to review the finances and activities of the Society and to receive a report from the Director of Music on the direction and musical plans of the Orchestra. A quorum for a Board of Directors meeting shall be 60% of the currently elected Board members.

The term of office of a Board of Director shall be for one (1) year starting on July 1 and ending on June 30. The members of the Society, at an annual meeting in April or May at a date and time and place set by the Board of Directors, shall elect the fourteen ~~twelve~~ voting members of the Board of Directors listed above. The Chairman of the Board shall appoint a three-person Nominations Committee in March to seek out volunteers to serve on the Board of Directors for the next year. The Nominations Committee will present their proposed slate of Directors at the annual meeting of the Society.

At the discretion of the Board of Directors and by a 75% vote in the affirmative from the other elected Board members, a member of the Board may be removed from office for serious misconduct, failure to perform, or missing three straight Board of Directors meetings. Upon resignation or removal from the Board of a member, the remaining members of the Board will, by majority vote, fill the vacant office for the remainder of the year.

## **ARTICLE V – DUTIES OF THE BOARD OF DIRECTORS**

**Director of Music** – The Director of Music (DM) is responsible for selecting any and all assistants who perform duties directly related to the playing of music. The DM determines who participates in rehearsals and performances, selects musicians, chooses repertoire for rehearsal and performances, decides rehearsal and sectional times, and selects which events the Orchestra and its ensembles will participate in. The DM shall submit recommendations to the Board of Directors for compensation of musicians. The DM will insure that the musical activities are in compliance with the Organization’s purpose as stated in Article II. The DM will appoint a Concertmaster, Associate Concertmaster, and Librarian who shall be non-voting members of the Board of Directors.

**Chairman of the Board of Directors** – The official duties of the Chairman are:

- To set the date and agenda for regularly scheduled Board of Directors meetings,
- To preside over all Board meetings,
- To prepare an annual budget in July for approval by the Board,
- To have signature authority on the Society’s financial accounts,
- To appoint a webmaster who shall maintain the Society’s website and who shall be a non-voting member of the Board of Directors,

- To appoint a three person Audit Committee (membership in the Society not required) in July. The members of the Audit Committee shall audit the financial activities of the Society in July and shall submit a report by August 15 to the new Board of Directors for their action and to assist the Corporate Treasurer in preparing required Federal tax forms,
- To appoint a three person Nominations Committee in March. The members of the Nominations Committee shall submit a list of names into nomination for the offices of the Board of Directors at the annual meeting of the Society.
- To submit to the Board for approval, the time, date, and place of the annual meeting of the Society,
- To be the official spokesman for the corporation but to defer to the Director of Music on issues associated with the music of the Orchestra and to defer to the President of the Society on activities of the Society,
- To contract with various organizations for performance venues,
- To conduct elections of Board of Directors at the annual meeting of the Society, and
- To supervise the work of the other Board Members.

**Vice Chairman of the Board of Directors** – The Vice President (VP) shall perform the duties of the Chairman in the absence of the Chairman. In the event of the resignation or removal of the Chairman, the Vice Chairman shall become the Chairman and the Board shall elect a new Vice Chairman. The Vice Chairman shall perform other such duties as assigned by the Chairman.

The Vice Chairman specific duties shall be:

- To have signature authority on the Society’s financial accounts,
- To implementing public welfare and parking control plans for all concerts,
- To manage all money and project activities of the Musicians, and
- To develop and make presentations to civic organizations

**Recording Secretary** – The official duties of the Recording Secretary are:

- To maintain the record of attendance of musicians at all Orchestra activities,
- To maintain the minutes of all Board of Directors meetings,
- To maintain the minutes of all Society meetings,
- To present such minutes for approval at the next following Board meeting,
- To maintain the list of Society membership and youth musicians,
- To handle all corporate related correspondence for the Society,
- To maintain the corporate records making sure that a duplicate set of records is stored in a secure, accessible location,
- To send out official notices of Board meetings and practices.

**Corresponding Secretary** – The official duties of the Corresponding Secretary are:

- To maintain the e-mail list of interested persons,
- To respond to requests for information from the general public,
- To correspond to groups per the direction of the Chairman,
- To send out official notices of Society and Board of Directors meetings, and
- To send out notices to members of the Society about performances.

**Corporate Treasurer** – The official duties of the Corporate Treasurer are:

- To have signature authority on the Society’s financial accounts,

- To write checks up to \$100.00 without specific approval of the Board and to report such checks at the next Board meeting,
- To write checks in amounts over \$100.00 up to \$1,500.00, which are for expenditures called for in the currently approved budget, without specific prior Board approval,
- To write checks for over \$1,500.00 only with specific Board approval in advance,
- To maintain the current status of the budget including income and expenditures,
- To transmit a monthly income & expense report to Board members no later than the 15<sup>th</sup> day of the following month,
- To receive and record all dues paid to and contributions made to the Society,
- To maintain an annual register by name and address of the cumulative annual contributions and dues paid to the Society,
- To convey to the Board the names, street address, e-mail address, and phone numbers of members of the Society upon receipt of their dues or upon receipt of contributions, and
- To assist the Audit Committee in performing its duties, and
- To prepare all require federal and state tax filing forms.

**President of the Orchestra Society** – The official duties of the President are:

- To conduct meetings of the Society except for the election of the Board of Directors,
- To have signature authority on the Society’s financial accounts,
- To solicit dues for membership in the Society in conjunction with the Director of Membership.
- To assist the Chairman in focusing the activities of the Society to benefit the Orchestra,
- To allocate Society membership resources to help individual Directors perform their duties, and
- To be a principal spokesman for the Society.

**Director of Membership** – The Director of Membership is responsible for soliciting the public for persons interested in joining the Society and supporting the work of the Orchestra. The Director of Membership shall have authority to solicit dues and shall work closely with the Corporate Treasurer to transfer checks from and data on new members of the Society.

**Director of Corporate Fundraising** – The Director of Corporate Fundraising shall be responsible for directly soliciting corporations for support of the Society.

**Director of Government Relations** – The Director of Government Relations shall maintain periodic contact with local city governments (Round Rock, Cedar Park, Georgetown, Leander, Pflugerville, Hutto, Taylor & Austin), county government (Williamson County), and school districts (Round Rock ISD, Georgetown ISD, Leander ISD, Hutto ISD, Taylor ISD, & Pflugerville ISD). The Director shall be responsible for soliciting government grants.

**Director of Media Relations & Advertising** – The Director of Public Relations shall be responsible for preparing news releases about Williamson County Symphony Orchestra activities. The Director shall submit such releases for review to the Chairman prior to distribution. The Director will develop a list of contacts with the local newspapers (American Statesman, Hill Country News, Round Rock Leader, and Williamson County Sun), radio (KMFA Classical Radio - Austin, KUT Student Operated Public Radio, KNCT Public Radio - Killeen), and television stations (Channel 8, KTBC, KVUE, KXAN, KEYE) and will assist the

Chairman, President and Director of Music in any contacts with the media including setting up public announcements and interviews. The Director shall also work with the Chairman on radio, television, and newspaper advertising as approved by the Board.

**Director of Concert Activities** – The Director of Concert Activities (DCA) shall be responsible for all activities associated with concert performances including such activities as:

- Contracting for labor to handle tasks,
- Stage and hall preparation,
- Transportation of equipment to and from concert sites, and
- Managing the flow & positioning of equipment during concerts.

**Director of Public Advertising** – The Director of Public Advertising Activities (DPA) shall be responsible for all activities associated with outdoor and area advertising including such activities as:

- Developing locations for large 4' x 8' concert advertising signs,
- Hiring personnel to prepare & deploy the large signs,
- Preparing & dispersing large posters for advertising concerts,
- Preparing & dispersing flyers of concerts, and
- Working with Chambers of Commerce on announcements of concerts.

**Director of Audio/Visual Activities** – The Director of Audio/Visual Activities (DAV) shall be responsible for all audio/visual activities occurring at rehearsals and concerts with such activities being:

- Procuring and maintaining audio visual equipment,
- Hiring personnel to set-up & operate audio/visual equipment at rehearsals & concerts,
- Procuring and maintaining lighting equipment and back-up generators,
- Preparing & executing lighting plans for concerts, and
- Contracting for special audio/visual effects such as giant projection screens, fireworks & cannon fire.

## **ARTICLE VI – FISCAL YEAR**

The fiscal year for the Society shall be from July 1 to June 30.

## **ARTICLE VII – AMENDMENT OF THE BYLAWS**

These by-laws may be amended at any meeting of the membership of the Society by a majority vote of those attending provided that the proposed change has been submitted to the membership at least 14 days in advance of the meeting. The Corresponding Secretary shall be responsible for assuring that the membership is properly notified. The Chairman shall set the date and time of the Society meeting to amend the by-laws. In the event the Chairman or Corresponding Secretary fails to act, any ten voting members of the Society may, through proper notification and setting of a meeting, call such a meeting for purposes of amending the by-laws.

## **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

Roberts Rules of Order, newly revised, shall govern the conduct of all meetings of the Society and its Board of Directors.

**The Amendment of the Bylaws was approved by a vote of the membership of the Williamson Country Symphony Orchestra Society Membership, April 27, 2014.**

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**Kathy Landis**  
**Recording Secretary**  
**709 Cielo**  
**Georgetown, TX 78628**

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**John Gordon**  
**Chairman of the Board**  
**1007 Green Meadow Drive**  
**Round Rock, TX 78664**