

**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**

**As amended May 28, 2020**

**ARTICLE I – NAME**

The name of the corporate organization shall be “Williamson County Symphony Orchestra Society”, hereinafter “Society”. The name of the performing group of musicians shall be “Williamson County Symphony Orchestra”, hereinafter “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, thereby bringing the joy of great music to everyone,
- To perform patriotic music which honors the great traditions of Texas and the United States,
- To accomplish these functions guided by the Judeo-Christian moral and ethical principles upon which the United States was founded, and
- To accomplish these functions in a family-friendly environment.

**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.

The Director of Music shall approve the participation of individual youth Musicians who desire to participate in the Orchestra. Youth Musicians shall not be Members of the Society.

All Musicians shall be required to pay a Musician's Fee, which will be \$35.00 for the 2020-21 season. The Board of Directors may determine a new Musician's Fee for the following years that must be approved by majority vote of the Society at the Annual meeting. 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:

- Chairperson of the Board
- Vice Chairperson of the Board
- Director of Music
- Recording Secretary
- Corresponding Secretary
- Corporate Treasurer
- Director of the Orchestra Society
- Director of Membership
- Director of Governmental Relations
- Director of Corporate Fund Raising
- Director of Media Relations
- Director of Marketing
- Director of Concert Activities
- Director of Production

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 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 voting members of the Board of Directors listed above. The Chairperson 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.

The Board of Directors by a two-thirds vote in the affirmative of the other elected Board members, may remove a member of the Board from office for gross 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 may, by majority vote, fill the vacant office for the remainder of the year.

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

**Chairperson of the Board of Directors** – The official duties of the Chairperson 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,
- To appoint a three person Financial Review Committee in July.
- To appoint a three person Nominations Committee in March.
- To submit to the Board for approval, the time, date, and place of the annual meeting of the Society,
- To contract with various organizations for performance venues,
- To implement public welfare and parking control plans for all concerts,
- To conduct elections of Board of Directors at the annual meeting of the Society,
- To be the Chief Executive Officer and President of the Society.
- To oversee, and assist as needed, Board members and Society volunteers in executing their responsibilities.
- To carry out the decisions of the Board and provide clarification to those motions as needed to ensure proper execution.

**Vice Chairperson of the Board of Directors** – The official duties of the Vice Chairperson are:

- To perform the duties of the Chairperson in the absence of the Chairperson,
- To become the Chairperson, in the event of the resignation or removal of the Chairperson, with the Board proceeding to elect a new Vice Chairperson,
- To have signature authority on the Society's financial accounts,
- To manage all money and project activities of the Musicians, and
- To develop and make presentations to civic organizations, and
- To perform other such duties as assigned by the Chairperson.

**Director of Music** – The official duties of the Director of Music (DM) are:

- To be responsible for selecting any and all assistants who perform duties directly related to the playing of music.
- To determine who participates in rehearsals and performances, select musicians, choose repertoire for rehearsal and performances, decide rehearsal and sectional times, and select which events the Orchestra and its ensembles will participate in,
- To submit recommendations to the Board of Directors for compensation of musicians.
- To ensure that the musical activities are in compliance with the Organization's purpose as stated in Article II.
- To appoint a Concertmaster, Associate Concertmaster, and Librarian.

**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 and provide drafts for review in a timely manner after each meeting,
- To maintain the minutes of all Society meetings and provide drafts for review in a timely manner after each meeting,
- To present such minutes for approval at the next following Board meeting,
- To maintain the list of youth musicians,
- To process and maintain all corporate business correspondence for the Society,
- To manage a repository of Society business records, policies, and procedures using physical and/or digital storage methods with data loss protection in accordance with a policy to be approved by the Board,
- To provide Society business repository data to Board Members and Society Members on request in a timely manner,
- To send out official notices of Board meetings if the chairperson fails to execute their duties.

**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 Chairperson,
- To send out notices to members of the Society and interested persons 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 an income & expense report to Board members monthly,
- To receive and record all dues paid to and contributions, both cash and non-cash, made to the Society,

- To oversee policies and procedures related to investment strategy,
- 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 Financial Review Committee in performing its duties, and
- To prepare all require federal and state tax filing forms.

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

- To conduct meetings of the Society except for the election of the Board of Directors,
- To solicit dues for membership in the Society in conjunction with the Director of Membership.
- To assist the Chairperson in focusing the activities of the Society to benefit the Orchestra, and
- To allocate Society membership resources to help individual Directors perform their duties.

**Director of Membership** – The official duties of the Director of Membership are:

- To solicit the public for persons interested in joining the Society and supporting the work of the Orchestra,
- To solicit dues and work closely with the Corporate Treasurer to transfer checks from and data on new members of the Society to the Corporate Treasurer.

**Director of Corporate Fundraising** – The official duties of the Director of Corporate Fundraising are:

- To be responsible for directly soliciting corporations and other business entities for support of the Society.

**Director of Government Relations** – The official duties of the Director of Government Relations are:

- To maintain periodic contact with local city governments,
- To maintain periodic contact with Williamson County government,
- To maintain periodic contact with nearby school districts,
- To maintain periodic contact with other government entities as needed,
- To work with Chambers of Commerce on announcements of concerts,
- To work on soliciting government grants.

**Director of Media Relations** – The official duties of the Director of Media Relations are:

- To be responsible for preparing news releases about Orchestra and Society activities. The Director shall submit such releases for review to the Chairperson and the Director of Music prior to distribution.
- To develop a list of contacts with traditional media entities such as local newspapers, radio, and television stations and will assist the Chairperson, Director of Music, and Director of the Orchestra Society in any contacts with the media including setting up public announcements and interviews.

**Director of Concert Activities** – The official duties of the Director of Concert Activities are:

- To be responsible for setup activities associated with concert performances,
- To manage the flow & positioning of equipment during concerts in coordination with the Director of Production,
- To contract for labor to handle tasks,
- To manage stage and hall preparation,
- To transport equipment to and from concert sites,
- To help secure adequate and appropriate storage space for Orchestra equipment, and
- To maintain an inventory of Orchestra equipment in storage (with the exception of percussion equipment and audio visual equipment).

**Director of Marketing** – The official duties of the Director of Marketing are:

- To be responsible for Society activities associated with design, marketing, and advertising,
- To plan and oversee the design, production, and deployment of high-quality print, web, and media collateral materials to advertise Society events such as concerts and for other purposes as directed by the Board,
- To appoint a manager for the iconic 4' x 8' concert advertising signs to ensure they are maintained and utilized effectively for Society events such as concerts and for other purposes as directed by the Board,
- To appoint and oversee positions that lead or assist in content creation, web development, social media and other online presences as needed.

**Director of Production** – The official duties of the Director of Production are:

- To be responsible for all audio, visual, and any other requested content associated with society performances and activities including the following responsibilities:
- To coordinate with Venue staff and resources to support performances and activities,
- To coordinate with other Directors for all Society event production logistics,
- To store, inventory, and maintain Society owned audio visual equipment,
- To hire and oversee personnel to set-up & operate equipment,
- To rent and procure necessary equipment,
- To ensure that audio and/or video recordings of the concerts are obtained and distributed as directed by the Board.

## **ARTICLE VI – BOARD MEETINGS**

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 Chairperson will set the date and agenda for regular Board of Directors meetings.

Special Board of Directors meetings may be called to address a specific actionable agenda. There are two mechanisms to call a special Board of Directors meeting:

- The Chairperson may call a special Board of Directors meeting.
- A third of the currently elected Directors may request a special Board of Directors meeting. If the Chairperson fails to call the requested meeting in a timely manner, the requesting Board members may call the special Board of Directors meeting in lieu of the Chairperson's call by notifying the Recording Secretary in writing of the call. The written request must also include the specific actionable agenda.

The Special Board Meeting must be held within 14 days of the call for meeting.

The Chairperson will preside over all Board meetings. If the Chairperson is not present, the Vice-Chairperson will preside. If the Vice-Chairperson is also not present, if the meeting was called with sufficient advance notice, and if a quorum is reached, the Directors in attendance shall select someone to preside over the meeting.

Regular Board meetings are to be held in-person or by remote means. No proxies are allowed.

Regular Board meetings are open to attendance by Society members.

## **ARTICLE VII – BOARD COMMITTEES**

Board Committees are entities that have been assigned a specific objective to support the society's mission. Board Committees typically make reports to the Board until their objective has been achieved or the Committee has been dismissed.

General Board Committees may be created in two ways:

- By the Board.
- By the Chairperson. When the Chairperson creates a Board Committee, the Chairperson shall announce the creation of the Committee to the Board of Directors in a timely manner.

General Board Committees are overseen by the Board of Directors and may be modified or disbanded by the Board. Action by the Board of Directors is required to terminate a General Board Committee. This can take two forms, both of which shall be captured in Board meeting minutes:

- The Board of Directors acknowledges that the General Board Committee has completed the assigned objective.
- The Board of Directors disbands the General Board Committee.

Two Special Committees must be appointed by the Chairperson with Board concurrence each year:

- Financial Review Committee: a three-person committee that shall review the financial activities of the Society in July and submit a report by August 15 to the new Board of Directors for their action. The Financial Review Committee members are not required to be members of the Society.
- Nominations Committee: a three-or-more person committee to be created 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.

**ARTICLE VIII – FISCAL YEAR**

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

**ARTICLE IX – AMENDMENT OF THE BYLAWS**

These Bylaws 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 Chairperson shall set the date and time of the Society meeting to amend the by-laws. In the event the Chairperson 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 Bylaws.

**ARTICLE X – DISSOLUTION**

Actions required to dissolve the Society are governed by and will be executed in accordance with Section 22.164 of the Texas Business Organizations Code, and in compliance with Section 501(c)(3) of the Internal Revenue Code of 1986.

**ARTICLE XI – PARLIAMENTARY AUTHORITY**

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

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The amendment of the Bylaws as proposed by vote of the Board of Directors was approved with two additional modifications by a vote of the membership of the Williamson Country Symphony Orchestra Society on May 28, 2020.



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

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**John Gordon**  
**Chairman of the Board**  
**1007 Green Meadow Drive**  
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