

**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**

**As amended October 21, 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 (Adults) 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. Membership funds collected after the spring concert series or March 15, shall be applied to Membership for the following year (July to June). Membership shall become effective upon the receipt of the Membership Dues.

Membership dues of \$100.00 or greater by an individual shall allow the spouse of the member to also be considered a Member of the Society.

Members of the Society shall have the right to vote to elect the Board of Directors and to amend these Bylaws. The list of Members eligible to cast a vote shall be determined by the Board of Directors at least three weeks in advance of any annual or general meeting of the Corporation. Two weeks prior to any vote of the membership of the Society, the Corporation Secretary shall publish the list of those eligible to vote at such meeting.

Members shall be informed at least two weeks in advance of the meeting of the date, time, location, and purpose of any annual or general meeting. Members shall have the right to vote by proxy at an annual or general meeting.

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

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

- President
- Corporation Secretary
- Corporation Treasurer
- Director of Music
- Director of Membership
- 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 seven voting members of the Board of Directors listed above. The President 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**

**President** – The official duties of the President 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 solicit grants from government agencies,
- 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 Audit Committee in June.
- 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 conduct elections of Board of Directors at the annual meeting of the Society,
- To be the Chief Executive Officer of the Society.
- To oversee 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.

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

- To maintain the record of attendance of musicians at all Orchestra rehearsals and concerts,
- 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 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 President fails to execute their duties.

**Corporation Treasurer** – The official duties of the Corporation 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 membership dues and receipt of contributions, and
- To assist the Audit Committee in performing its duties, and
- To assist in preparing all require federal and state tax filing forms.

**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 make the final determination on who participates in rehearsals and performances,
- To make the final determination on repertoire for rehearsal and performances,
- To make the final determination on rehearsal and sectional times; and which events the Orchestra and its ensembles will participate in,
- To assist the President in contracting for venues,
- 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 select conductors for each concert, and
- To appoint a Concertmaster and Librarian.

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.

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.

**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 work closely with the Corporate Treasurer to transfer checks from and data on new members of the Society to the Corporate Treasurer.

**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 submit payment requests to the Corporation Treasurer for contracted labor and his or her own work in setting up and restoring venues for concerts,
- 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 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, and
- To submit payment requests to the Corporation Treasurer for contracted equipment, labor and his or her own work in setting up, restoring, and producing the audio and visual part of each concert,

**Other Activities of the Corporation** – The Board of Directors may at various times assume some of the following duties or hire an Executive Director to perform these duties. The maximum pay for an Executive Director is \$400 per month.

**Area A**

- To maintain an 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 Board,
- To send out notices to members of the Society and interested persons about performances.

**Area B**

- To maintain contact with local governmental entities,
- To assist in procuring government grants,
- To assist in fund raising activities – especially with corporations,

**Area C**

- To maintain contact with local newspaper staff,
- To create and purchase newspaper advertising for concerts,
- To create, procure, store, and hire labor to emplace road signs for concerts,
- To create and purchase radio advertising for concerts,
- To create the program guides for each concert series.

## **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 President 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 President 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 President 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 President's call by notifying the Corporation 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 President will preside over all Board meetings. If the President is not present, the Board will select another member to preside.

Regular Board meetings are to be held in-person or by remote means in emergency situations. No proxies are allowed. Regular Board meetings are open to attendance by Society members where space permits.

## **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 President. When the President creates a Board Committee, the President 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 President with Board concurrence each year:

- Audit 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 Audit 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 Corporation Secretary shall be responsible for assuring that the membership is properly notified. The President shall set the date and time of the Society meeting to amend the by-laws. In the event the President or Corporation 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.

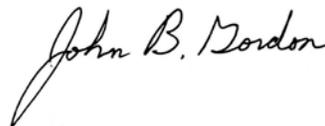
## **ARTICLE XI – PARLIAMENTARY AUTHORITY**

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 these Bylaws, as proposed by a vote of the Board of Directors, was approved by a vote of the membership of the Williamson Country Symphony Orchestra Society on October 21, 2021.



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**Corporation Secretary**



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**President**