

FENTON COMMUNITY ORCHESTRA BY-LAWS

Version 2.0

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MISSION STATEMENT: The Fenton Community Orchestra provides a place for musicians of all ages to connect through music and offers uplifting, educational, and entertaining programs, both for our members and audiences.

ARTICLE I: NAME AND PLACE OF BUSINESS

Section 1. NAME. This corporation shall be known as Fenton Community Orchestra, also designated herein as FCO, a non-profit organization incorporated in the State of Michigan. This shall include all affiliated entities under the umbrella organization FCO.

Section 2. PLACE OF BUSINESS. The FCO shall have its principal place of business in Fenton, Michigan, as well as the PO Box maintained by the FCO, and may have such other places of business as the Board of Directors may determine as needed.

Section 3. REGISTERED OFFICE. The FCO shall have and continuously maintain a registered office and a registered agent in the State of Michigan, as required by the State of Michigan Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

Section 4. BYLAWS. The FCO is a non-stock corporation with a perpetual charter. These bylaws are adopted for the regulation and management of the corporation's affairs, subject to laws that apply now and later.

ARTICLE II; PURPOSE

Section 1. PURPOSE. The purposes for which the FCO is formed are as set forth in the Articles of Incorporation and include providing opportunities for musicians of all ages to contribute to performing arts in the community. The purposes for which FCO is organized and operated are exclusively literary and educational as defined in Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 2. NONPROFIT OPERATION. The FCO shall be operated exclusively for charitable, scientific, or educational purposes within the meaning of section 501(c)(3) of the Code as a nonprofit corporation. No Director of the corporation shall have any title to or interest in the corporate property or earnings in the director's individual or private capacity, and no part of the net earnings of the corporation shall inure to the benefit of any trustee, director, officer, or

private FCO individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. NON-DISCRIMINATION. FCO does not discriminate against individuals on the basis of race, color, gender, gender identity or expression, sexual orientation, religion, disability, age, economic situation, veteran status, ancestry, or national or ethnic origin.

Section 4. STATUTORY REFERENCES. Any reference herein to a section of the Internal Revenue Code or the Michigan Statutes shall mean such section as it is constituted at the time of the adoption of these Bylaws and as it may hereafter be amended, added to, or otherwise changed, and it shall also include any other provision of similar purpose which may hereafter become applicable to the organization.

ARTICLE III: MEMBERSHIP The membership of the FCO shall be open to adults who can read music and are willing to accept the responsibilities of practice and performance as required by the FCO. School-aged musicians age 14 and older may be eligible for membership upon approval of the FCO conductors, their parent/guardian, and their current school music instructor (or private teacher if no such school program exists.) All members shall be dues-paying members of the FCO.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS. The Board of Directors shall have charge, control and management of the business, property, personnel, affairs, and funds of the FCO corporation. The Board shall have the power and authority to do and perform all acts and functions permitted for an organization as described in section 501(c)(3) of the Code not inconsistent with these bylaws, the Articles of Incorporation, or the laws of the State of Michigan.

Section 2. BOARD SIZE. The Board of Directors shall be composed of no fewer than seven (7) nor more than fifteen (15) individuals, serving three-year rotational terms. The Board shall consist of a combination of community and local business people. Also, at least one, but not more than three, of the Directors shall be elected from among the Orchestra or affiliate membership. The number of Directors may be increased or decreased, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 3. HONORARY AND EMERITUS DIRECTORS. The Board may elect Honorary or Emeritus Directors in the same manner as all other Directors. Honorary and Emeritus Directors shall be nonvoting members. There shall be no limit to the length of time FCO Emeriti may serve as such; however, the resignation and removal provisions for Directors shall also apply to Honorary and Emeritus Directors.

Section 4. **SELECTION OF DIRECTORS.** The members of the Board of Directors shall be elected by the Directors when an opening occurs due to a vacancy, or at the annual meeting.

Directors shall be elected to three-year (3) terms by the affirmative vote of the Board of Directors at its Annual Meeting, and vacancies shall be filled in the manner specified in Section 7 below. Directors' terms shall commence at the conclusion of the Annual Meeting at which they are elected and shall expire at the conclusion of the Annual Meeting at which their successors are elected.

Directors will be divided into three classes, each serving three-year rotating terms, providing for 1/3 of the Board to be elected each year. Each Director shall be assigned to Class A, Class B or Class C and an effort shall be made to keep each class of Directors of approximately equal size. There are no limits on the number of successive terms a Director may serve.

A Director shall hold office for the term for which he or she is elected or until death, resignation, or removal, whichever is earlier. No Board member will be removed or have a shortened term as a result of any Bylaw changes.

Section 5. **RESIGNATION.** Any Director may resign at any time by giving written notice to the Chairperson of the FCO. Such resignation shall take effect at the time as specified therein.

Section 6. **REMOVAL.** Any Director may be removed from such office, with or without cause, by a two-thirds vote of the Directors then in office, at any regular or special meeting of the Board.

Section 7. **VACANCIES.** Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

The person elected to fill a vacancy shall hold office until the first to occur of (1) the expiration of the unexpired term of the person's predecessor, and (2) death, resignation, or removal. If the Director so replaced was also an officer of the Board, the vacant office shall be filled in accordance with these Bylaws.

Section 8. **REGULAR MEETINGS.** The Board of Directors shall have regular meetings as necessary, separate from the annual or emergency meetings, to discuss and implement goals for FCO.

Section 9. **SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be called by the Secretary upon the written request of the Chairperson or any two Directors. Special meetings of the Board shall be held pursuant to notice of the time, place, and purpose thereof either delivered personally or sent by telephone, mail, or electronic means (including but not limited to email, voice mail, or text message) to each director not less than forty-eight (48) hours prior to the meeting.

Section 10. ANNUAL MEETING. The annual meeting of the Board of Directors shall occur prior to the end of the fiscal year. At the annual meeting, the Board of Directors shall elect directors, elect officers, and consider other business as may properly be brought before the meeting. If less than a quorum of the directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any subsequent regular, special, or annual meeting or by consent resolution. Notice shall be given to the Directors at least ten (10) days prior to an annual meeting.

Section 11. REGULAR MEETING NOTICE. Notice of the time, day and place of any regular meeting of the Board of Directors shall be given at least ten (10) days prior to the meeting in the manner set forth in Section 22 of Article IV.

Section 12. OPEN MEETINGS. Regular meetings of the Board will be open to members of the Orchestra in good standing upon their prior request, unless the Board expressly closes the meeting. No prior notice is required to conduct a closed meeting.

Section 13. WAIVER OF NOTICE Any Director may waive notice of any meeting by a written statement executed either before or after the meeting by filing it with the Chairperson. The waiver of notice need not specify the purpose or place of the meeting. Attendance and participation at a meeting shall also constitute a waiver of notice except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 14. QUORUM & ATTENDANCE. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Voting by proxy shall not be permitted. Attendance at all meetings is desired. Attendance may be via either in-person or electronic attendance. In the event a Director is unable to attend a meeting, the Chairperson should be notified as soon as possible. This will prevent other Board Members and staff from driving long distances to attend a meeting with no quorum.

Section 15. MANNER OF ACTING. The affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote.

Section 16. VOTES REQUIRING A SUPER MAJORITY. The following powers require a 2/3 vote of the full Board: 1) Selection of the Operations Manager and Orchestra Director(s); 2) Decision to merge with any other entity; 3) Decision to sell any assets; 4) Decision to borrow money; 5) The removal of a Director pursuant to these bylaws; and, 6) Adoption of Bylaws including amendments.

Section 17. BOARD MEETING ATTENDANCE. Following three (3) absences in any calendar year, the Chairperson shall contact the absent board member and determine the member's desire to continue to serve on the Board. The Board shall have the authority by two-thirds vote of the other Directors to declare vacant the seat of any member missing three meetings.

Section 18. PRESUMPTION OF ASSENT. A Director who is present at a meeting of the Board of Directors shall be presumed to have assented to any action taken unless 1.) their contrary vote is recorded; 2.) Their dissent is otherwise entered in the meeting minutes; 3.) they file written dissent to such action with the meeting Secretary before adjournment; or 4.) they file such dissent in writing to the FCO Secretary immediately after meeting adjournment. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 19. UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING. The Board may act without a meeting, without prior notice and without a vote, if written consent to the action is signed by all of the Directors. Agreement by email or text message may constitute written consent. The written consents shall be filed with the minutes of the proceedings of the Board. Such consents shall have the same effect as a vote of the Board for all purposes.

Section 20. PARTICIPATION IN MEETING BY REMOTE COMMUNICATIONS. A member of the Board may participate in any meeting via remote means (Zoom, teleconference, etc.) where participants may hear each other. All participants shall be advised of the means of remote communication and the names of the participants in the meeting shall be divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 21. ELECTRONIC VOTING. Any votes to properly come before the Board may be submitted electronically (email, voice mail, text, etc.) if at least two Officers agree the issue is time-sensitive and other methods of voting are not feasible.

Section 22. CONFLICTS OF INTEREST. Each Board member shall complete a Conflict of Interest Form upon being elected to the Board. This form will remain in effect for the entire term of the Board member. In the event a Board member is unclear in respect to what constitutes a Conflict, the concern should be brought to the attention of the Board Chairperson for review.

Section 23. COMPENSATION OF DIRECTORS. No salary or fixed sum shall be paid to any member of the FCO Board of Directors for their service in that capacity. However, upon review and approval, the Board may reimburse a Director for actual, reasonable, and necessary expenses incurred.

Section 24. COMPENSATION OF STAFF AND INDEPENDENT CONTRACTORS. The Board of Directors will review and approve the compensation of the Operations Manager, orchestra

conductor(s), and other staff or independent contractors annually. A contract shall be signed by each party. In the event a leave of absence is needed, notification to the Board, preferably in writing, should be communicated as soon as possible.

ARTICLE V: OFFICERS

Section 1. OFFICERS. The officers of the FCO shall consist of a Chairperson, Vice Chair, Secretary, and Treasurer.

Section 2: ELECTION OF OFFICERS. The officers of the FCO shall be elected by the Directors at the annual meeting of the Board of Directors. All officers serve at the pleasure of the Board.

Section 3. TERM OF OFFICE. The officers of the FCO shall be installed at the annual meeting. All officers shall be elected for a term of one year (or until their successors have been elected) by the Board of Directors. Officers may only hold the same office for up to four one-year terms, but may be re-elected to the same office following a one-year absence from that office.

Section 4. ABSENCE OF DISABILITY. In case of the absence or disability of any officer and of any person hereby authorized to act in their place, the Board may delegate the powers and duties of such officer to any other officer or Director, or any other person whom it may elect or appoint.

Section 5. RESIGNATION. An officer may resign by written notice to the Board of Directors. A resignation is effective upon its receipt by the Chair, or Vice Chair in the event of the Chair's resignation, at the date specified in the notice of resignation.

Section 6. REMOVAL. Any officer may be removed from such office, with or without cause, by a two-thirds (2/3) vote of the Directors at any regular or special meeting of the Board called expressly for that purpose.

Section 7. VACANCIES. A vacancy in any office shall be filled by a member of the Board of Directors for the unexpired term.

Section 7. CHAIRPERSON. The Chairperson (Chair) shall preside at all meetings of the Board and shall provide leadership in the governance of the FCO. They may sign contracts or other instruments which the Board of Directors has authorized and shall perform other duties as may be prescribed by the Board of Directors. The Chair shall, with the Treasurer, be a Legal Signatory for FCO.

Section 8. VICE CHAIRPERSON. In the absence or disability of the Chair, the Vice Chairperson (Vice Chair) shall perform the duties and exercise the powers of the Chair, and shall perform other duties as prescribed by the Board of Directors.

Section 9. SECRETARY. The Secretary shall record, or provide for the recording of, all Board of Directors meetings. They shall see that all annual, regular and special meeting notices are duly given in accordance with the provisions of these Bylaws. The Secretary shall ensure staff members keep corporate records; and shall perform other similar duties as may be assigned by the Board of Directors. They shall sign, or attest, all instruments on behalf of the FCO as required by law or authorized and directed by the Board. In the absence of the Secretary or assigned record keeper, the Chair may assign a substitute recorder.

Section 10. TREASURER. The Treasurer shall be responsible for all funds of the FCO except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions; and shall render reports as requested by the Board of Directors or Operations Manager outlining the financial activities and condition of the FCO. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable, and deposit all such moneys in the name of the FCO in appropriate banks. The Treasurer shall also perform all the duties incident to the office of Treasurer and such other duties as may be assigned to them by the Board of Directors. The Treasurer shall, along with the Chair, be a Legal Signatory for FCO.

Section 11. ACTING OFFICERS. The Board may appoint any Director to perform the duties of an officer whenever, for any reason, it is impractical for the officer to act personally. An acting officer, so appointed, shall have the power and be subject to all the restrictions upon the office to which they are appointed, unless otherwise provided by resolution of the Board, and shall exercise such powers and perform such duties as shall be determined by the Board.

An officer may hold two different officer positions at any given time, with the exception of the President and the Treasurer. These positions cannot be filled by the same individual concurrently.

Section 12. BONDING. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the FCO shall furnish, at the expense of the FCO, a fidelity bond, approved by the Board of Directors.

ARTICLE VI: STAFF

Section 1. OPERATIONS MANAGER. The Board of Directors may appoint an Operations Manager who shall not be a member of the Board of Directors.

Section 2. **AUTHORITY AND DUTIES OF OPERATIONS MANAGER.** The Operations Manager shall be the chief administrative officer of the FCO and answerable to the Board of Directors. The Operations Manager shall be responsible for the implementation and administration of all programs and projects of the FCO in such a manner as complies with the policies and directives adopted by the Board of Directors. The Operations Manager shall be responsible for all daily activities and operations of the FCO.

Section 3. **MUSIC DIRECTORS.** The Board may appoint and compensate a Music Director for each ensemble under the FCO umbrella. The Music Directors shall provide musical and artistic leadership including but not limited to: program direction, repertoire selection, scheduling performances, rehearsing, conducting, and performing.

Section 4. **CONTRACTED SERVICES.** The Board may employ, as needed, contracted employees to assist the Board, Operations Manager, and/or Music Directors

ARTICLE VII: COMMITTEES

Section 1. **STANDING AND AD HOC COMMITTEES.** The Board shall establish the Executive Committee, a Finance Committee and a Governance and Nominating Committee. It may establish other Standing or Ad Hoc Committees from time to time as needed. The Board shall define the powers and responsibilities of each committee. All committees shall be chaired by a Director appointed by the Board Chairperson.

Section 2. **COMMITTEES OF DIRECTORS.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each consisting of two or more Directors. Each FCO Board Member shall serve on at least one committee and assist in promoting the FCO within the Community. Committee examples include the following: Advertising, Concert Set-Up, Refreshments,-Sponsorships, Grant Writing assistance, or any additional assignments deemed necessary by the Board Chairperson, Operations Manager, or the FCO Conductors. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or Director, adopt a plan of merger, or authorize the voluntary dissolution of the FCO.

Section 3. **COMMITTEE MEMBERSHIP.** Committee chairs may invite non-Board members to serve on their committees to assist as needed.

Section 4. **COMMITTEE RECORDS.** Each committee shall keep regular records of its proceedings and report them to the Board when required. All committees shall give their advice and make recommendations to the Board of Directors.

Section 5. COMMITTEE AUTHORITY. In addition to the above, no committee shall have the authority to take the following actions: establish or abolish any standing Board committee, reverse actions previously taken by the Board of Directors, or approve the payment or compensation for any Director serving on the Board or any committee.

Section 6. EXECUTIVE COMMITTEE. The Executive Committee shall include the four elected officers: President, Vice President, Secretary and Treasurer. Between meetings of the Board of Directors, and when necessary and advisable, the Executive Committee may exercise all powers and authority of the Board. Any action of the Executive Committee shall be reported to the Board at the next meeting of the Board and any such action shall be subject to revision and alteration by the Board at such meeting.

Section 7. FINANCE COMMITTEE. The Finance Committee shall be chaired by the Treasurer and shall safeguard the organization's assets, provide accountability to funding sources, develop and recommend to the Board fiscal policies and procedures, assist in preparing the annual budget and ensure that a proper and timely audit is completed. In addition to the Treasurer, the Finance Committee will include at least two other Directors appointed by the Chair and approved by the Board.

Section 8. GOVERNANCE AND NOMINATING COMMITTEE. This Committee shall oversee the Bylaws and any changes deemed necessary to them. Also, it shall propose a slate of nominations for Officers at the Annual Meeting.

Section 9. COMMITTEE MEMBERSHIP TERMS. Each member of a standing committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is dissolved.

Section 10. COMMITTEE MEMBERSHIP VACANCIES. Vacancies in the membership of standing committees may be filled by the Chair of the Board. Vacancies in the membership of ad hoc committees may be filled by the committee or its Chair.

Section 11. COMMITTEE RULES. Each committee may adopt rules for its meetings. However, they must be consistent with these Bylaws and any rules adopted by the Board of Directors.

ARTICLE VIII: INDEMNIFICATION

Section 1. INDEMNIFICATION AND REIMBURSEMENT. Unless otherwise prohibited by law, the FCO Corporation shall indemnify any current or former volunteer Director or officer, their heirs and legal representatives who are made or threatened to be made a party to any action, suit or proceeding whether brought by or in the right of the Corporation or otherwise by reasons

that such person is or was a Director, officer, employee or agent of the Corporation or such person served on any formally constituted advisory body or voluntary committee of the Corporation or the Board or any such person served at the request of the Corporation as an officer, Director, employee or agent, or volunteer, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. However, the Board may or may not provide indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation. The Corporation may advance expenses or where appropriate may itself undertake the defense of any Director, officer or employee. However, such Director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article. The Board of Directors may also authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability incurred by him or her which arises out of such person's status as a Director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE IX: MISCELLANEOUS

Section 1. FISCAL YEAR. The fiscal year of the FCO Corporation shall be July 1 through June 30.

Section 2. EXECUTION OF CORPORATE DOCUMENTS. A corporate document shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board of Directors. The Board of Directors may designate one or more officers or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation. Such authority may be general, or confined to specific transactions. The Board of Directors may also ratify any transaction. The President, Vice President, Secretary, or the Treasurer may execute such transactions on behalf of the FCO.

ARTICLE X: AMENDMENTS TO THE BYLAWS

Section 1. These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds (2/3) of all the Directors then in office at any regular or special meeting of the Board. The notice of the meeting shall set forth a summary of the proposed amendments.

ARTICLE XI: DISSOLUTION

Section 1. The operations of the FCO may be terminated after a two-thirds vote of the Board of Directors at a meeting called for that purpose. Upon termination of the FCO, and after all debts have been paid, the remaining assets will be distributed to eligible 501 (c) (3) organizations designated by the Board of Directors.

Adopted by the Membership_____

Adopted by the Board of Directors_____

Amendments and Dates of Adseleoption: