

**FENTON COMMUNITY ORCHESTRA, INC.**

**BYLAWS**

**ARTICLE I: NAME AND PLACE OF BUSINESS**

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

Section 2. PLACE OF BUSINESS. The corporation shall have its principal place of business in Michigan, and may have such other places of business as the Board of Directors may from time to time determine.

Section 3. REGISTERED OFFICE. The Corporation 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 Corporation is a non-stock corporation with a perpetual charter. These bylaws supplement the Articles of Incorporation and 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 Corporation 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 is 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 corporation 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

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, sex, sexual orientation, gender identity, religion, disability, age, 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 Corporation shall have no members.

### **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 corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization 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. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least quarterly.

Section 2. BOARD SIZE. The Board of Directors shall be composed of no less than five (5) nor more than fifteen (15) individuals. The number of Directors may be 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 Directors. Honorary and Emeritus Directors shall be nonvoting members . There shall be no limit to the length of time

they may serve as such however, the resignation and removal provisions for Directors shall also apply to Honorary and Emeritus Directors.

Section 4. TERM AND SELECTION OF DIRECTORS. The members of the Board of Directors shall be elected by the Directors at the annual meeting of the Board of Directors.

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.

At least one of the Directors shall be elected from the Orchestra membership.

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 consequence of Bylaw changes.

Section 5. RESIGNATION. Any Director may resign at any time by giving written notice to the Chairperson of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair of the Corporation.

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 Corporation, 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 shall be called by the Secretary upon the written request of the Chair or any two directors. Special meetings of the Board of Directors 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 facsimile) 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 such 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 later regular, special, or annual meeting or by consent resolution. Notice shall be given to the directors at least ten (10) but not more than sixty (60) days prior to an annual meeting of the Board of Directors.

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 fourteen days (14) 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 unless the Board expressly closes the meeting. No prior notice is required to close a 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. 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.

Section 15. VOTES REQUIRING A SUPER MAJORITY. The following powers require a 2/3 vote of the full board:

- 1) Selection of the Executive Director;
- 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 16. MANNER OF ACTING. Incorporation of the Corporation, or these Bylaws, 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. Voting by proxy shall not be permitted.

Section 17. BOARD MEETING ATTENDANCE. Following three (3) absences in any calendar year, the President 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 without just cause.

Section 18. PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her contrary vote is recorded or his/her dissent is otherwise entered in the minutes of the meeting or unless he/she shall file written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. 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 take action without a meeting, without prior notice and without a vote, if written consent to the action is signed by all of the Directors. 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 or of a committee may participate in a meeting by conference telephone or by other means of remote communication through which all persons participating in the meeting may hear all other participants. 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 if at least two Officers agree the issue is time-sensitive and other methods of voting aren't feasible. If approved, the issue is presented to the Board providing at least 48 hours for review and discussion prior to closing the vote.

Section 22. METHODS FOR GIVING NOTICES AND CONSENTS. Unless otherwise provided in these bylaws or the Act, any notice or consent required or permitted may be given in writing or by electronic transmission. An electronic transmission, as defined in the Act, includes without limitation an email, voicemail, or facsimile. Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without objecting to any lack of notice at the beginning of the meeting.

Section 23. CONFLICTS OF INTEREST. All members of the Board and all officers of the Corporation must comply with the Corporation's conflict of interest policy, which includes full disclosure of all potential conflicts of interest at least annually and as such conflicts arise, by submitting the disclosure to the Chairperson of the Corporation.

Section 24. COMPENSATION OF DIRECTORS. No salary or fixed sum shall be paid to any Director for his or her service in that capacity. The Board may, however, adopt a written policy pursuant to which the Corporation reimburse each Director for actual, reasonable, and necessary expenses incurred by the Director in his or her

capacity as a Director. This section does not preclude a Director from serving the Corporation in another capacity and receiving compensation in that other capacity.

## **ARTICLE V: OFFICERS**

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

Section 2: ELECTION OF OFFICERS. The officers of the Corporation 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 Corporation shall be installed at the annual meeting at office for one year until the next annual meeting or until their respective successors shall have been duly elected.

All officers shall be elected for a term of one year (or until their successors have been elected) by the Board of Directors at its annual meeting. 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.

No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two or more officers. In case of the absence or disability of any officer of the corporation and of any person hereby authorized to act in his place during periods of absence or disability, the Board may, from time to time, delegate the powers and duties of such officer to any other officer, or any directors, or any other person whom it may elect or appoint.

Section 4. 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 a subsequent date specified in the notice of resignation.

Section 5. 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 6. VACANCIES. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. CHAIRPERSON. The Chair shall preside at all meetings of the Board and shall provide leadership in the governance of the Corporation. He or she may sign contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair 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 Chair shall perform the duties and exercise the powers of the Chair and shall perform such other duties as the Board of Directors shall prescribe.

Section 9. SECRETARY. The Secretary shall record or cause the proceedings of all Board meetings to be recorded; see that all annual, regular and special meeting notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors. He or she shall sign or attest all instruments on behalf of the Corporation as he or she shall be required by law or authorized and directed by the Board.

In the absence of the Secretary, the Chair will assign a substitute recorder.

Section 10. TREASURER. The Treasurer shall be responsible for all funds of the Corporation 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 of the corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks,



and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

The Treasurer shall, 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 he or she is appointed, unless otherwise provided by resolution of the Board, and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

An officer may hold two different officer positions at any given time with the exception of the President and the Treasurer positions which 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 Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors.

## **ARTICLE VI: STAFF**

Section 1. EXECUTIVE DIRECTOR. The Board of Directors may appoint an Executive Director who shall not be a member of the Board of Directors

Section 2. AUTHORITY AND DUTIES OF EXECUTIVE DIRECTOR. The Executive Director shall be the chief administrative officer of the corporation and answerable to the Board of Directors. The executive director shall be responsible for the implementation and administration of all programs and projects of the corporation in such a manner which complies with the policies and directives adopted by the Board of Directors. The Executive Director shall have the authority to hire additional staff within Board-approved guidelines and shall be responsible for evaluating the performance of all staff. The Executive Director shall be responsible for all daily activities and operations of the corporation.

**ARTICLE VII: COMMITTEES**

Section 1. 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, which committees shall have and exercise the authority granted by the Board of Directors in the governance of the Corporation. 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 Corporation.

Section 2. STANDING AND AD HOC COMMITTEES. The Board shall establish the Executive Committee and a Finance Committee and may establish other standing committees, or ad hoc committees from time to time as it shall deem appropriate. The Board of Directors shall define the powers and responsibilities of each committee. All committees shall be chaired by a Director appointed by the Board Chairperson.

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

Section 4. COMMITTEE RECORDS. Each committee, standing and ad hoc, shall keep regular minutes of its proceedings and report the same to the Board when required. All committees shall give their advice and make non-binding 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 of Directors or any committee.

Section 6. EXECUTIVE COMMITTEE. Between meetings of the Board of Directors, and when necessary and advisable, the Executive Committee, the membership of which shall be as set forth in a resolution of the Board, 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.

The Executive Committee shall include the four elected officers: President, Vice President, Secretary and Treasurer.

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 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. 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 sooner dissolved.

Section 9. 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 and task forces may be filled by the committee or task force Chair.

Section 10. COMMITTEE RULES. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

## **ARTICLE VIII INDEMNIFICATION**

Section 1. INDEMNIFICATION AND REIMBURSEMENT. Unless otherwise prohibited by law, the Corporation shall indemnify any volunteer Director or officer or any former Director or officer, their heirs and legal representatives who is 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 of the fact 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 a 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 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 or these bylaws.

The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, any of the President, the Vice President, the Secretary, or the Treasurer may execute such instrument on behalf of the corporation.

**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 Corporation may be terminated after a two-thirds vote of the Board of Directors at a meeting called for that purpose. Upon termination of the Corporation, 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 FCO Annual Meeting on 6-13-18

Adopted by the Board of Directors *Justin Turner* 5-18-18

Amendments and Dates of Adoption: