

# By-laws of the Rochester Symphony Guild

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SUSAN NEILL, PRESIDENT

7/20/2021

BYLAWS OF THE  
ROCHESTER SYMPHONY GUILD  
FOUNDED SEPTEMBER 7, 1978  
ROCHESTER, MICHIGAN

## ARTICLE I: NAME

The name of this organization shall be Rochester Symphony Guild and hereafter referred to as the Guild.

## ARTICLE II: ORGANIZATION

The Rochester Symphony Guild is a 501(c)(3) charitable organization and will always remain a 501(c)(3) charitable organization.

## ARTICLE III: PURPOSE

The purpose of this organization shall be to further interest in the Rochester Symphony Orchestra by:

1. Promotion of concert attendance
2. Financial support
3. Public awareness and outreach
4. Promotion of music appreciation
5. Promotion of music education

## ARTICLE IV: MEMBERSHIP

### Section 1. Qualifications for Membership

Any person interested in the objectives and activities of this organization shall be eligible for membership upon payment of dues as established by the Board of Directors.

### Section 2. Membership Classifications

#### a. Active Membership

- (1) Pays annual dues as set by the Board of Directors of the Guild
- (2) Is entitled to one vote on each matter submitted
- (3) Is eligible to hold office

#### b. Honorary Membership

Honorary membership for those members who are no longer able to actively participate will be determined at the discretion of the Board of Directors. Honorary members will not be required to pay dues, nor can they vote.

Section 3. The membership year shall be from July 1 to June 30. Annual dues are payable to the Rochester Symphony Guild and given to the Membership Chair.

Section 4. Any member may resign from the Guild by mailing a letter of resignation to the Membership Chair. Members will be considered resigned by failure to pay their dues by August 1.

#### ARTICLE V: DUES

Section 1. The Board of Directors of the Guild shall establish the annual dues for Guild members.

Section 2. Upon payment of dues, members are entitled to all the privileges of Membership.

Section 3. Annual dues shall be due and payable by July 1.

#### ARTICLE VI: EXECUTIVE BOARD

Section 1. The Executive Board of the Guild shall consist of five or six elected officers: President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer, when possible.

Section 2. A Nominating Committee, appointed by the President, shall present a slate of officers at the General Meeting in March to be voted upon and elected at the April General Meeting by a majority vote of those present.

Section 3. The installation of newly-elected officers shall take place at the General Meeting in May.

Section 4. The officers shall be elected each year. A member may hold the same office for no more than two consecutive years, unless the Board approves a longer term. An officer may be re-elected after a two-year hiatus.

Section 5. The terms of office shall begin at the close of the General (Annual) Meeting in May.

Section 6. No member shall hold more than one office at a time.

Section 7. A quorum shall be four members.

Section 8. Any member of the Board who may have a conflict of interest (defined by the following) such as a financial, personal, or official interest in or conflict with any matter pending before the Board of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will be entitled to make a statement in her defense before the Board. The Board will then decide if the member should recuse herself on this matter.

Section 9. The Executive Board of the Guild shall have the authority to transact any necessary business between meetings when all members of the Executive Board have been contacted. They shall report all transacted business to the Board of Directors and make recommendations to the Board of Directors for consideration.

#### ARTICLE VII: DUTIES OF THE EXECUTIVE BOARD

##### Section 1. The President

- a. Shall carry out the will of the Board of Directors and the Membership as expressed at their respective meetings, and in general, conduct the affairs of the Guild in a manner consistent with the authority and responsibility pertaining to that office.
- b. Shall preside over all Executive, Board of Directors and General Membership meetings.
- c. Shall serve as an ex-officio member of all committees except the Nominating Committee.
- d. Shall call meetings of the Board of Directors at such times as seem advisable.
- e. Shall call special meetings of the Board of Directors or of the General Membership on the written request of not less than 2/3 of the members of the Board of Directors or upon written request of 2/3 of the Membership.
- f. Shall have the authority to sign checks in the absence of the Treasurer and Assistant Treasurer.
- g. Shall appoint standing committees, special committee chairs and members-at-large to the Board of Directors.
- h. Shall have the authority to fill any vacancy until the General (Annual) May meeting.
- i. Shall present an annual report to the Guild membership in May.
- j. Shall, at the end of term of office, deliver all past records of the office of the President of the Guild to the newly elected President.
- k. Shall attend the monthly Board of Directors meeting of the Rochester Symphony Orchestra and report back to the Guild. President shall also keep the Rochester Symphony Orchestra Board of Directors updated on the Guild's upcoming events.
- l. Shall provide an agenda for all meetings over which she presides (Executive, Board of Directors, General Membership, Special).

##### Section 2. The Vice-President

- a. In the absence of the President, or in the event of the inability of the President to act, the Vice-President shall perform the duties of the President pertinent to the affairs of the Guild.
- b. Ordinarily, the Vice-President shall succeed to the office of President. However, in the event the Vice-President cannot fulfill that responsibility, the Nominating Committee shall propose a new candidate from the current Board of Directors, if possible.

##### Section 3. The Recording Secretary

- a. Shall record and keep a permanent record of the minutes of all Executive, Board of Directors and General Membership meetings.
- b. Shall record attendance at Executive and Board of Directors meetings.
- c. Shall maintain bylaws and other records of the Guild on file and make them available for inspection and/or copying by any member of the Board of Directors.

- d. Shall keep a complete and up-to-date list of the names, addresses, e-mail addresses and phone numbers of the Board of Directors.
- e. Shall at the end of term of office, deliver all minutes and records of the Guild to the newly elected Recording Secretary.

Section 4. The Corresponding Secretary

- a. Shall carry on the correspondence of the Guild (thank you cards to donors, get well cards, sympathy cards, etc.) as instructed by the Board of Directors or the President.

Section 5. The Treasurer

- a. Shall receive all money belonging to the Guild and upon the authority of the Board of Directors shall pay all expenses from Guild funds.
- b. Shall report at all Board of Directors and General Membership meetings on all funds received and disbursed.
- c. Shall deposit all funds of the Guild in such depository and under such conditions as the Board directs.
- d. Shall make major disbursements only upon approval of the Board.
- e. Shall present a financial statement at the General (Annual) Meeting in May.
- f. Shall deliver, upon leaving office, all monies, books, papers and other properties belonging to the Guild, to the newly elected Treasurer.

Section 6. The Assistant Treasurer

- a. In the absence of the Treasurer, or in the event of the inability of the Treasurer to act, the Assistant Treasurer shall perform the duties of the Treasurer pertinent to the affairs of the Guild.
- b. Ordinarily, the Assistant Treasurer shall succeed to the office of Treasurer. However, in the event the Assistant Treasurer cannot fulfill that responsibility, the Nominating Committee shall propose a new candidate from the current Board of Directors, if possible.

ARTICLE VIII: BOARD OF DIRECTORS

- Section 1. The Board of Directors of the Guild shall consist of no more than twenty directors, including the Executive Board (elected officers). Each Director has one vote.
- Section 2. The Board shall serve as the policy making body of the Guild, shall have authority to transact any necessary business of the Guild and shall perform other duties as are specified in these bylaws.
- Section 3. The Board of Directors shall authorize major expenditures (as defined as anything over \$500) and major transfers of all funds.
- Section 4. The meeting of the Board of Directors shall be held not less than one week prior to the General Meeting of the Guild, the time and place to be determined by the President.

Section 5. The Order of Business for all Board Meetings shall be stated in an agenda provided by the President and presented to the Board. All agenda items must be addressed.

Section 6. Special meetings of the Board may be called by the President or upon a request of 2/3 of the members of the Board. The purpose of the meeting is to be stated in the call and no other business is to be transacted.

Section 7. The Board shall not have the authority to borrow money or incur any indebtedness or liability in the name of the Guild.

Section 8. Any member of the Board who may have a conflict of interest (defined by the following) such as a financial, personal, or official interest or conflict with any matter pending before the Board of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will be entitled to make a statement in their defense before the Board. The Board will decide if the member should recuse themselves on this matter.

Section 9. Members shall serve without any compensation, but the Board of Directors may authorize disbursement of such necessary incidental expenses as may be properly incurred in the transactions of the Guild. Any expense over \$500 must be approved in advance by the Board of Directors.

Section 10. A resignation letter to the Board of Directors shall be required from any Board member no longer wishing to belong to the Board. Non-payment of annual dues constitutes forfeiture of membership to the Board and to the Guild.

Section 11. A quorum shall consist of one more than half of the Board of Directors.

ARTICLE IX: MEETINGS

Section 1. General Membership Meetings (referred to as General Meetings)

- a. The General Meetings shall be held monthly, with the exception of December, June, July and August. The date, time and place are to be determined by the Board of Directors.
- b. The General Meeting in May shall be known as the Annual Meeting, at which time the incoming officers will be installed.
- c. The order of business for all meetings shall be stated in an agenda provided by the President, and presented to those present. All agenda items must be addressed.
- d. Special meetings of the Membership or Board of Directors may be called by the President or upon written request of 2/3 of the members of the Board of Directors, or upon written request of 2/3 of the Membership. The purpose of the meeting shall be stated in the call and in the written request.
- e. A quorum of a General Meeting shall be 1/3 of the voting Membership present, a quorum of the Board of Directors shall be one more than half of its members, and a quorum of the Executive Board shall be four.

f. In unusual circumstances or in an emergency, the President may authorize a special vote of the Board of Directors. This vote may be taken by mail, e-mail or telephone on any such matter (except amendments of the bylaws) without calling a special meeting, upon notification of all Board members. A 2/3 majority is required on the matter. Any decision made by this method should have the same effect as if enacted at a regularly convened meeting. The Recording Secretary shall document the outcome of any vote taken in this manner, in the minutes of the next General Meeting.

**ARTICLE X: COMMITTEES**

- Section 1. The President shall appoint the chairs of the Standing Committees with the approval of the Board of Directors, at the first Board Meeting following installation. The Standing Committees are: Advertising, CORE, Festival of Parties, Historian, Lunch Reservations, Luncheon Venue Liaison, Luncheon Program, Mailing List Database, Membership and Directory, Member Name Tags, Newsletter, Parliamentarian, Photographer, Publicity, Hospitality and any others deemed necessary to fulfill the functions of the Guild.
- Section 2. Ad Hoc Committees shall be appointed by the President as deemed advisable. These may include Bylaws, Fundraising, Nominating and other special functions.
- Section 3. When applicable, Standing Committee or Ad Hoc Committee chairs shall report to the Board regarding their proposed budgets, if these budgets are in excess of \$1,000.
- Section 4. Members of the Board shall receive a written report from the event chairperson(s) including a financial report, within one month of the conclusion of all events.

**ARTICLE XI: FISCAL YEAR**

The fiscal year of the Guild shall begin on the first day of July and end the last day of June.

**ARTICLE XII: PARLIAMENTARY AUTHORITY**

- Section 1. Robert's Rules of Order, Revised, shall govern all proceedings, except when inconsistent with the provisions of the Bylaws of the Guild.
- Section 2. The Past President shall serve as Parliamentarian for all Board and General Meetings.

**ARTICLE XIII: AMENDMENT OF THE BYLAWS**

Section 1. These Bylaws may be amended at any General Meeting of the Guild by a 2/3 vote of the members present and voting, provided that notice of proposed amendment is given in writing to all members at least ten days before said meeting. The Bylaws should be reviewed and noted EVERY THREE YEARS.

**ARTICLE XIV: DISSOLUTION**

- Section 1. Dissolution of the Guild can be accomplished only by the vote of the present Board of Directors.
- Section 2. In event of dissolution of the Guild, all assets shall be distributed to the Rochester Symphony Orchestra Society, Inc. and if, at the time of termination the Rochester Symphony Orchestra Society, Inc. is no longer in existence, distribution will be made to the Community Foundation of Greater Rochester, designated for Music Education.

**BYLAWS OF THE ROCHESTER SYMPHONY GUILD**

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|----------|---------------|----------|---------------|
| Revised  | January 1994  | Amended  | January 2012  |
| Approved | March 1994    | Approved | February 2012 |
| Revised  | December 1998 | Revised  | April 2019    |
| Approved | March 1999    | Approved | May 2019      |
| Revised  | February 2000 |          |               |
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