

1. **NAME**

- 1.1. The name of the organization is The Sequim Community Orchestra.
 - 1.1.1. The organization shall be a registered as a 501(c)(3) organization with the IRS and comply with all Federal and State regulations governing non-profit organizations.
- 1.2. The address is PO Box 1681, Sequim, WA 98382 and www.sequimcommunityorchestra.org.

2. **PURPOSE**

1. The Sequim Community Orchestra is an educational resource that fulfills a need in the community for students and adults to experience the joy of making music together.
3. The **Mission** of the Sequim Community Orchestra is threefold:
 - 1)Education in orchestral music and performance for musicians of all ages
 - 2)Entertaining and informing our community through orchestral performances
 - 3)Supporting strings education for students in Sequim area schools

3. **MEMBERSHIP**

- 3.1. There shall be two classes of membership: Performing and Honorary.
 1. Performing Membership is open to anyone who plays an orchestral musical instrument and can read music; or who obtains permission from the Music Director;
 2. Honorary Membership is chosen by The Board of Directors.
 3. Performing Members:
 1. Shall pay dues as established by The Board of Directors and participate in rehearsals and performances;
 2. Have rights both to vote for The Board of Directors at the annual meeting and to participate in performances representing the orchestra;
 3. May be dismissed for noncompliance with guidelines established in the Membership Policy;
 1. Dismissal may be appealed to The Board of Directors following procedures outlined in the Membership Policy.

4. Honorary Members:
 - 4.3. May be nominated by the Board of Directors or by a performing member or by application; subject to approval by The Board of Directors;
 - 4.4. Are nonvoting except that an Honorary Member who serve on The Board of Directors has voting rights necessary to the Board position he/she holds.
5. Both Performing and Honorary Members may serve on The Board of Directors and/or committees.

4. BOARD OF DIRECTORS

- 4.1. The Governing Body shall be The Board of Directors.
 - 4.1.3. The Board of Directors shall consist of the following officers: President, Vice President, Secretary, Treasurer, and Directors-at-Large.
 - 4.1.4. Officers and Directors shall
 - 4.1.4.3. Participate in meetings;
 - 4.1.4.4. Support and engage in promoting orchestra activities;
 - 4.1.4.5. Adhere to The Duties of Care, Loyalty and Obedience; The Code of Ethics; and The Conflict of Interest Policy as established by the Board.
- 4.2. Duties of Officers and Directors
 - 4.2.3. The President shall preside over meetings; supervise committees; represent the Organization at community events; ensure that the Bylaws, Articles of Incorporation and Policies of The Board of Directors and membership assembly are in compliance with state, federal and local ordinances and regulations; and ensure that all filings and renewals take place before the due date.
 - 4.2.4. The Vice President shall work closely with the President and assume the duties of the President when needed. Supervise management of website & social media pages.
 - 4.2.5. The Secretary shall keep minutes of meetings and, together with the President, assure that meeting notices, agendas, minutes and other pertinent communications are sent to the person responsible for conserving all records; shall be responsible for sending minutes of the previous meeting to all Board of Directors one to two weeks prior to the next meeting.

- 4.2.6. The Secretary shall also supervise all correspondence for the Sequim Community Orchestra and be responsible for assuring that all donors are thanked within 30 days of receipt of donation.
- 4.2.7. The Treasurer shall be responsible for maintaining all financial records; the timely filing of tax returns and other financial reports; preparation of a budget for a period of time as directed by The Board of Directors; maintaining accurate accounts of receipts and disbursements in books devoted solely to The Sequim Community Orchestra; prepare a quarterly financial statement for The Board of Directors; and make records accessible to the membership.
- 4.2.8. The Music Director shall participate in meetings of The Board of Directors except when conflicts of interest arise regarding reimbursement or other issues.
- 4.2.9. Directors at Large shall serve on committees and perform other duties as stipulated by The Board of Directors.
- 4.3. The personal liability of a Director to the corporation or its members, if any, does not include monetary damages for conduct as a director: EXCEPT for liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This provision is effective upon approval of the bylaws.
- 4.4. Election
- 4.4.3. After the first interim Board, which is appointed, each subsequent Officer and Director shall be elected for a term of two years by the performing members at the annual general meeting.
- 4.4.4. One half of The Board of Directors will be elected each year.
- 4.4.4.3. At the first Annual Meeting one half of The Board of Directors will be replaced by elected Directors.
- 4.4.5. Only dues paying Performing Members have a right to vote.
- 4.4.6. Slates of candidates for positions on The Board of Directors shall be presented by a nominating committee consisting of three Members.
- 4.4.7. Directors are elected by a majority of the quorum of the Performing Members present at the annual meeting of the membership. 50% (fifty percent) of the total Performing Membership constitutes a quorum.

4.5. Meetings of The Board of Directors

- 4.5.3. There shall be at least four meetings per year to be held at times and place determined by the President.
- 4.5.4. Notice of meetings shall be sent at least ten days in advance to all Officers and Directors by e-mail, phone or in person.
- 4.5.5. 50%(fifty percent) of the entire Board of Directors constitutes a quorum.
- 4.5.6. Motions are passed by a majority present at the meeting.
- 4.5.7. All Directors must uphold a passed motion.
- 4.5.8. A Director present at a Meeting at which action is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered into the minutes of the meeting.
- 4.5.9. Between meetings, approval of a motion may be given individually by e-mail by each member of the Board of Directors. In this case all Directors must give written (e-mail) consent to the approved motion and the records shall be entered into the next regular meeting minutes.

4.6. Dismissal, Resignation and Vacancies

- 4.6.3. A Board member may be dismissed by a two-third majority of The Board of Directors. Causes for dismissal include violation of The Code of Ethics or The Conflict of Interest Policy or two unexcused absences from regularly scheduled meetings.
- 4.6.4. Resignation may be by e-mail or letter directed to The Board of Directors or announced at a prior meeting.
- 4.6.5. Vacancies on The Board of Directors shall be filled by appointment, approved by the remaining members of the Board, until the next Annual Meeting.

5.

COMMITTEES

- 5.1. The Board or the President shall appoint standing committees as needed. One or more members of The Board of Directors shall serve as a member of committees.

5.2. The Board of Directors may establish other committees as deemed necessary and may rely on information, opinions or reports of these committees.

5.3. All Committees operate subject to the direction and control of the Board.

6. **CONTROLS**

6.1. An audit of all financial records shall be undertaken periodically, not less than every three years, by a committee.

6.2. A review of compliance with Federal and State regulations governing non-profit organizations shall be made annually.

6.3. A governance review of The Sequim Community Orchestra Bylaws and Policies shall be undertaken every three or four years by The Board of Directors and a special committee.

6.4. All Performing Members may attend meetings of The Board of Directors and have the right to review minutes and financial records.

7. **AMENDMENTS**

7.1. These Bylaws may be altered, amended or repealed by a two-third majority of The Board of Directors.

8. **DISSOLUTION**

8.1. Upon dissolution of The Sequim Community Orchestra all assets shall be distributed to one or more nonprofit musical education organizations located on the northern Olympic Peninsula.