

**SOUTHEAST IOWA SYMPHONY ORCHESTRA
ASSOCIATION BY-LAWS**

Incorporated 1953

Amended 6/79, 6/83, 6/87, 6/97, 6/00, 4/10

**SOUTHEAST IOWA SYMPHONY ORCHESTRA
FRIENDS BY-LAWS**

Incorporated into Association By-laws 1980

Southeast Iowa Symphony Association By-laws

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Adopted 1960
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Southeast Iowa Symphony Association Friends By-Laws

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**BY-LAWS OF THE
SOUTHEAST IOWA SYMPHONY ORCHESTRA ASSOCIATION, INC.
601 North Main Street
Mt. Pleasant, IA 52641**

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be Southeast Iowa Symphony Association. The Southeast Iowa Symphony Orchestra Association, Inc. is a nonprofit corporation organized in 1953 under Chapter 504 of the Code of Iowa.

Section 2 – Purpose: Southeast Iowa Symphony Association is organized exclusively for charitable and educational purposes.

The purpose of this corporation is:

to promote quality orchestral experiences for our regional community with live performances, educational opportunities and rural outreach programs for all ages.

Section 3 – Service Area: The service area includes the following Iowa Counties: Muscatine, Louisa, Des Moines, Lee, Henry, Washington, Jefferson, Wapello, Van Buren, Davis, Monroe, Keokuk, Appanoose and Mahaska.

ARTICLE II - MEMBERSHIP

Section 1 – Eligibility for membership: Any person may become a non-voting member of this Association for the ensuing year upon subscription to the support of the Orchestra as a donor in one of the listed categories.

Section 2 – Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III – BOARDS OF DIRECTORS

Section 1 – Non-profit, three chapters: Southeast Iowa Symphony Association is composed of a Governing Board and three Chapter Boards located in Burlington, Mt. Pleasant and Ottumwa, Iowa. Each chapter shall have a local Board of Directors consisting of a minimum of fifteen members.

Section 2 - Governing Board of Directors, role, size and compensation: The Governing Board of Directors of this Association shall have all of the general powers of Directors as are usually provided for such corporations in the State of Iowa for the control, determination of policy, and management of the Association in order to carry out the purposes for which it has been organized. In addition to such general powers, the Governing Board shall have the following special powers and responsibilities:

- To make and change regulations, to adopt by-laws and other rules for the management of business affairs of the Association, to determine policy for management of the Orchestra, and for governing its personnel.
- To purchase or otherwise acquire any property for the Association.
- To borrow money, to use notes or other negotiable instruments, and to secure the same pledge or mortgage for the purposes of carrying on the business affairs of the Association. To determine who

shall be authorized on behalf of the Association to borrow funds, to sign obligations of the Association to secure the same.

- To delegate any powers of the Governing Board of Directors in relation to the ordinary business affairs of the Association to standing or special committees or to any officer or agent of the Association as the Board of Directors may determine or to the respective Board of Directors in each participating area which are of special concern to that area.
- To call special meetings for any purpose.
- To determine accounting procedures to be used by the Association, local chapters and Friends.

The Governing Board shall be composed of the Directors who have been named as Officers serving in each chapter, or their substitutes as selected by each chapter. Each chapter may name up to ten of their members to serve on the Governing Board. The Governing Board shall therefore consist of a maximum of 30 designated members, an immediate past president, who shall continue to serve as an ex-officio member of the Board, the Head of the Music Department of Iowa Wesleyan College, and the Conductor of the Orchestra, who shall automatically be voting members of this Board.

With the exception of the Conductor of the Orchestra, the board receives no compensation other than reasonable expenses.

Section 3 – Chapter boards of Directors: Each chapter shall have a local Board of Directors consisting of a minimum of fifteen members. The Board of Directors of each local Chapter shall be responsible for electing its own officers as named in Article 4.

Section 4 – Terms: All board members shall serve three-year terms, and are eligible for re-election.

Section 5 – Meetings and notice: The Governing Board shall meet quarterly, including the Annual Meeting, and may meet at such times and places as called by the President or upon the written request of three or more Directors of the Board. All Governing Board members shall be notified by the orchestra Executive Director as to the time and place of each meeting with the minutes of the previous meeting at least one week prior to said meeting.

The Board of Directors of each Chapter shall meet regularly during the concert season or at such times and places as called by the Chapter President or upon the written request of three or more Directors of the Board. All Chapter Board members shall be notified by the Secretary as to the time and place of each meeting prior to said meeting.

Section 6 – Board elections: New directors and current directors of local chapter boards shall be elected or re-elected by the voting members during any regular meeting. Directors will be elected by a simple majority of members present at the meeting.

Section 7 – Election procedures: A nominations committee may nominate a slate of prospective board members. In addition, any member can nominate a candidate individually or to a slate of nominees.

Section 8 – Quorum: One-third of the total number of directors who are serving on each local Board of Directors and one-third of the total number of Directors who are serving as members on the Governing Board shall constitute a quorum at any meeting of such Board.

Section 9 – Governing Board Officers and Duties: The officers of the Governing Board shall consist of a President, Vice President, Secretary, Treasurer, Vice President/Friends. Officers shall be elected at the

annual meeting of the Governing Board and serve a term of two years. They may serve two consecutive terms and may be re-elected after the lapse of one year. The election for President and Vice President shall be held in odd-numbered years, and the election for Secretary and Treasurer shall be held in even-numbered years. The President of the Governing Board will be elected from the local chapters in a rotating succession from city to city. As nearly as possible, all cities shall be equally represented among officers on the Governing Board. An officer of one of the local Boards may also serve as an officer on the Governing Board. Any vacancy in office which may occur shall be promptly filled by action of the Governing Board. Duties of the Governing Board officers shall be as follows:

The president shall call and conduct all meetings of the Board, appoint all committees and oversee all functions of the Board.

The vice president conducts meetings in the absence of the President, and normally will be the nominee for President to succeed the retiring President.

The secretary shall keep and preserve the records, take attendance and minutes of each meeting, and handle written correspondence for the Board as directed.

The treasurer shall be responsible for directing the Finance Committee, recommending policies and procedures to the Executive Committee. The treasurer shall assist in preparation of the budget, provide review of the annual audit and will serve as a member of the Audit Committee.

Section 10 – Chapter Board Officers and Duties: Chapter officers will serve two years or until their successors are elected. Officers may serve two consecutive terms and may be re-elected after a one-year lapse. Any vacancy in office which may occur shall be promptly filled for the remainder of the term by the responsible Board of Directors. The officers of each chapter board shall consist of a president, vice president, secretary, treasurer; An immediate past president and additional officers may be selected and designated by the chapter boards if they desire.

The chapter president shall call and conduct all meetings of the Board, appoint all committees subject to approval of the Chapter Board, and oversee all functions of the Board.

The chapter vice president conducts meetings in the absence of the President and normally will be the nominee for President to succeed the retiring President and chairs the nominating committee.

The chapter secretary shall keep and preserve the records, take attendance and minutes of each meeting, and handle written correspondence for the Board as directed.

The chapter treasurer shall have charge of the money received by the chapter and make deposits and receipts, and provide for payment of bills and accounts authorized by the Chapter Board in accordance with the policies and guidelines established for this Association in the attached accounting procedures. The Treasurer shall submit monthly report forms by the tenth of each month to the Executive Director, report to the Chapter Board and remit funds to the Governing Board as directed.

Section 11 – Vacancies – resignation - termination and absences: The Governing Board and likewise the Board of Directors of each Chapter may request and/or confirm the resignation of a Director who is a member of such Board, but who has been inactive over an extended period of time. The Board may declare a vacancy after any Director has failed to attend Board meetings for a year.

Section 12 – Special meetings: Special meetings of the Governing Board or Chapter Board shall be called upon request of the president, or one-third of the board. Notices of special meetings shall be sent out in advance.

ARTICLE IV – COMMITTEES

Section 1- Committee formation: The Governing Board and Chapter Boards may create committees as needed. The Board President appoints all committee chairs.

Section 2 – Executive Committee: The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President, also the Presidents of the three local Chapters, together with any other members of the Board who may be appointed by the President. If the Immediate Past President is no longer a Board member, a replacement may be appointed by the President. The Executive Committee shall be empowered to act and vote in the interest of the Association when imperative and when prompt action is required in the absence of a called meeting of the Governing Board.

Section 3 – Finance Committee: The Governing Board Treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Governing Board or Executive Committee. The fiscal year shall begin May 1 and end April 30. Annual reports are required to be submitted to the board showing income and expenditures. The financial records of the Association are public information and shall be made available to the membership, board members and the public.

Section 4 – Standing Committees of the Governing Board: The Governing Board of Directors may authorize the following Standing Committees. Equal representation from each city shall also be followed as closely as possible in naming all committees of the Governing Board.

1. Fund Raising
2. Nominating Committee Chaired by Immediate Past President
3. Ticket Sales
4. Public Relations
5. Special Gifts, Endowments, and Memorials
6. Friends of the Orchestra
7. Youth Education
8. Long Range Planning Committee Chaired by Vice President
9. Audience Development Committee
10. Audit Committee
11. Orchestra Advisory Committee (4 members: upper strings, lower strings, woodwinds, brass/percussion)
12. Other Committees by the Board's determination

Section 5 – Standing Committees/Chairs of the Chapter Boards: Each Chapter President shall be responsible for appointing committee chairs for fund raising, publicity, artist in residence, house manager and (when applicable) Friends:

Fund Raising Committee/Chair shall oversee the local Fund Drive, which shall include identifying local potential corporate donors and facilitate contacts. Each Chapter Board shall be responsible for supporting the fund raising and financial program in that community and assisting in the publicity and promotional programs undertaken by the officers in that community. The Fund Raising Chair in each community may be assisted by a committee of at least three members, consisting of Board members, Friends, and other prominent citizens selected for this purpose. The Governing Board shall provide materials and planning for an annual fund raising program and coordinate the publicity and fund raising efforts for the Association.

Publicity Committee/Chair shall write and submit newspaper articles and public service announcements for local events, barter with TV and radio stations for advertising time, receive copy and check on local papers for coverage of symphony-wide events; schedule radio talk shows and other special events.

Artist in Residence Coordinator shall be responsible for setting up the local schedule of appearances for the visiting artist and serve as host for each appearance.

House Manager shall assume responsibility for ticket sales at the door, distributing programs, tabulating attendance and income data and securing ushers for all concerts.

Friends chair (when applicable) shall serve as a liaison and contact person, a coordinator and reporter of activities of the local Friends group and the Chapter Board, and shall attend meetings of both organizations and may be an officer of the local Friends group.

ARTICLE V – DIRECTORS AND MUSICIANS

Section 1 – Executive Director: The Orchestra Executive Director is the Chief Executive Officer charged with the principal duties of management of the Southeast Iowa Symphony Orchestra and also assisting in management of the Youth String Festival as directed by the Governing Board. The Executive Director is appointed by the Governing Board, is bonded, serves as the management arm of the Board, is responsible directly to the Board and shall attend meetings of the Governing Board. The Executive Director is expected to carry out the policies of the Governing Board relating to the business operation of the Orchestra; to cooperate closely with the Conductor of the Orchestra and Equipment Manager as to the delegated functions of handling the physical properties of the Orchestra for rehearsals, especially logistics and the timely moving and setting up these properties for concerts; to supervise personnel; to maintain personnel records and financial records as directed by the Conductor and Governing Board; to assist with forming and meeting the budget; to work with Friends groups; to seek and prepare grants, and to supervise the administration of grant monies; and other responsibilities as designated in the contract.

Section 2 – Music Director/Conductor: The conductor of the Southeast Iowa Symphony Orchestra shall be a member of the Iowa Wesleyan College music faculty and shall be appointed by the Head of the College music faculty and subject to approval of the Governing Board. The duties and responsibilities of the Conductor shall be defined as a part of the college contract, but shall be subject to review by the Board prior to the beginning of each season. The Conductor may specify the soloists and the addition of any import musicians deemed essential for a concert in accordance with the guidelines established by the Board. The Conductor shall consult with the President and/or Board and Executive Director in making arrangements for guest artists to appear with the Orchestra. The music to be performed shall be selected by the conductor and may be purchased or rented in accordance with the budget. The purchase and/or

rental of musical instruments and other supplies may be transacted by the Conductor and Executive Director as set out in the budget.

Section 3 – Orchestra personnel: Orchestra members shall be selected and placed within sections by auditions which shall be publicized and conducted at such locations and times deemed necessary by the Conductor. Orchestra members shall not be salaried, but may be reimbursed for mileage expenses at a rate established by the Board of Directors for travel to and from out-of-town rehearsals and concerts. Exception may be made for guest soloists and auxiliary musicians needed to augment the Orchestra. Individual honoraria for musicians shall be paid according to the criteria set by the Executive Committee with recommendations from the Orchestra Advisory Committee. Funds for the above shall be determined by the Governing Board. The concertmaster of the Orchestra shall be named by the Conductor and shall be under contract for the entire season.

ARTICLE VI - GENERAL PROVISIONS

Section 1 – Concerts: Each concert in the subscription series prepared by the Orchestra shall be presented in Mt. Pleasant, Ottumwa and Burlington, and possibly in another city as designated by the Governing Board of Directors.

Section 2 – Friends: Friends chapters of the Orchestra shall be under the auspices of the Governing Board and shall exist under the attached Friends by-laws and operate in accordance with the Association accounting procedures.

ARTICLE VII - AMENDMENTS

Section 1 - Proposed amendments to the by-laws must be presented to the Governing Board members at least two (2) weeks prior to the Board meeting at which they will be acted upon. The Governing Board of Directors, by affirmative vote of a majority of the directors of this Association may at any meeting amend or repeal these By-laws.

ADOPTED 1960

AMENDED 6/79, 6/83, 6/87, 6/97, 6/00, 4/10

The following documents, alluded to in the Southeast Iowa Symphony Orchestra by-laws, have been approved by the SEISO Governing Board and are necessary to the interpretation of these by-laws. Copies of these documents are available from the Executive Director.

1. The Southeast Iowa Symphony Orchestra Association Accounting Procedures.
2. The Southeast Iowa Symphony Orchestra's FRIENDS by-laws.

FRIENDS OF THE SOUTHEAST IOWA SYMPHONY ORCHESTRA BY-LAWS

ARTICLE I - NAME - PURPOSE - ACTIVITIES

Section 1. NAME - The Friends of the Southeast Iowa Symphony Orchestra referred to as the Guild in the By-Laws of the Southeast Iowa Symphony Orchestra Association, Inc.

Section 2. PURPOSE - The purpose of this organization shall be to strengthen and enrich the Symphony Orchestra by making available to the orchestra the experience and leadership of those persons dedicated to the betterment of the orchestra by promoting and supporting the activities of the Southeast Iowa Symphony Orchestra.

Section 3. ACTIVITIES - The activities of the organization shall be the general support of the Symphony Orchestra and shall include but not be limited to assisting in ticket sales, the raising of funds for the symphony and acting as the official host of the orchestra.

ARTICLE II - ORGANIZATION

Section 1. ORGANIZATION - The Friends of Southeast Iowa Symphony Orchestra shall be composed of three chapters located in Burlington, Mt. Pleasant, and Ottumwa, Iowa. Each chapter shall have an executive committee elected from its own membership and have its own representative to the local chapter of the Southeast Iowa Symphony Orchestra Association, Inc. and to the Governing Board.

ARTICLE III - MEMBERSHIP AND DUES

Section 1. MEMBERSHIP - Any person may become a member by payment of dues.

Section 2. DUES - Dues will be paid annually in the amount set by each of the local chapters. Only those members in good standing shall be allowed to vote, but members may be reinstated to good standing upon payment of the current year's dues.

ARTICLE IV - MEETINGS

Section 1. MEETINGS OF MEMBERSHIP - There shall be an annual meeting of the membership and at least three additional meetings to be held at the discretion of the local chapters.

Section 2. SPECIAL MEETINGS - Special meetings may be called by the President.

Section 3. QUORUM - Ten percent of the membership, present in person, shall be necessary to constitute a quorum for the purpose of transacting business provided, however, that, if no point of order is raised, the number present shall constitute a quorum.

Section 4. PARLIAMENTARY AUTHORITY - Robert's Rules of Order, Newly Revised shall be the authority on all questions of parliamentary law unless in conflict with these By-Laws.

ARTICLE V - NOMINATIONS AND ELECTIONS

Section 1. NOMINATING COMMITTEE - The Vice President shall appoint the Chairman of the Nominating Committee.

Section 2. NOMINATION OF OFFICERS - It shall be the duty of the Nominating Committee to nominate candidates for each office as defined in Article VI.

Section 3. TENURE OF OFFICERS - All officers shall be elected for a term of one year and shall be eligible for re-election for no more than three consecutive terms.

ARTICLE VI - OFFICERS

Section 1. OFFICERS - Each chapter shall have as officers a President, Vice President, Secretary and Treasurer. All officers shall take office immediately upon election and shall serve until their successors are elected.

Section 2. PRESIDENT - The President shall preside at all meetings of the membership and act as or appoint a representative to the local chapter of the Southeast Iowa Symphony Orchestra Association, Inc. The President shall assume such special powers as may be delegated by the Board of the above Symphony Association.

Section 3. VICE PRESIDENT - The Vice President presides over the meetings in the absence of the President. The Vice President also appoints the Nominating Committee.

Section 4. SECRETARY - The Secretary shall keep all records of the chapter except those records specifically assigned to others. The Secretary shall keep a record of all minutes of the meetings and either serve as or appoint the historian.

Section 5. TREASURER - The Treasurer shall have charge of the money received by the chapter, make deposits and receipts thereof, and provide for payment of bills and accounts authorized by the chapter in accordance with the policies and guidelines established by the Governing Board of the Southeast Iowa Symphony Orchestra Association, Inc. The Treasurer shall report to chapter meetings and remit funds and provide an annual report to the Association as directed.

ARTICLE VII - COMMITTEES

Section 1. EXECUTIVE COMMITTEE - The Executive Committee shall consist of the officers and shall appoint all standing and special committee chairmen who shall serve one year terms. The Executive Committee shall have the authority to direct the affairs of the chapter between meetings.

Section 2. NOMINATING COMMITTEE - There shall be a Nominating Committee appointed by the Vice President consisting of not fewer than three persons.

Section 3. STANDING COMMITTEES - Such standing committees as may be deemed necessary may be created by the membership at any meeting with the chairmen of such committees to be appointed by the Executive Committee.

ARTICLE VII - AMENDMENT OF BY-LAWS

Section 1. The By-Laws may be amended by written notification to each chapter at least thirty (30) days prior to the proposed meeting and by passage of a majority vote of those present at each of the local chapter meetings provided this change is not in violation of the By-Laws of the Southeast Iowa Symphony Orchestra Association, Inc.