

Section 1.1 Name

REVISED TYO BYLAWS June 10, 2017

ARTICLE I: TITLE AND PURPOSE

The name of this nonprofit corporation is the Tallahassee Youth Orchestras, Inc.(TYO)

Section 1.2 IRC Section 501(c)(3)

TYO is organized exclusively for one or more of the purposes as specified in *Section 501(c)(3)* of the Internal Revenue Code.

Section 1.3 Mission

The Tallahassee Youth Orchestras enrich the musical and creative lives of young musicians through high quality instruction and unique performance opportunities.

Section 1.4 Fiscal Year

TYO's fiscal year shall begin June 1 and end May 31.

Section 1.5 Principal Office

TYO's principal office shall be located within Leon County, Florida.

Section 1.6 Nondiscrimination

TYO values diversity and includes all people, without regard to, race, ethnicity, age, ability, sexual orientation, gender, socioeconomic status, geography, citizenship status or religion.

ARTICLE II: MEMBERSHIP

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Section 2.1 Orchestra Participants

Participants in TYO programs will include youth from grade school through high school who have successfully auditioned with the Music Director, or persons designated by the Music Director.

Section 2.2 General Membership

Parents or guardians of the participants automatically become General Members of TYO upon acceptance of their child in the orchestra, or other program, and upon payment of all fees and dues.

Section 2.3 Transferability and Termination Membership in TYO is nontransferable. Reasons for termination may include failure to pay dues and fees, failure by the participating family to adhere to a published code of conduct, or other cause as determined by the Board of Directors.

Section 2.4 Fees

The fee structure for participating in TYO will be set by the Board of Directors. Page 1 of 8

Section 3.1. Number

ARTICLE III: BOARD OF DIRECTORS

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The number of Directors, including the President, Vice President, Secretary, Treasurer, one Executive Member-at-Large, shall have up to 18, but no fewer than 11 over the age of twenty-one (21). No fewer than 50 percent of elected Board members shall be General Members, with no more than one per household.

Section 3.2 Responsibilities

The Board of Directors shall be responsible for the proper handling of all business and finances of TYO, including, but not limited to, establishing policies, plans, projects and reports pertaining to the operation of the TYO. The Board may make such rules, policies, and regulations covering its meetings as it may in its discretion determine necessary so long as there is no conflict with these Bylaws. It shall be the duty of the directors to:

- **3.2.1** Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- **3.2.2** Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of agents and employees of the TYO;
- **3.2.3** Supervise all officers, agents and employees of the TYO to assure that their duties are performed properly;
- **3.2.4** Meet at such times and places as required by these Bylaws;
- **3.2.5** Register their addresses with the Secretary of the Corporation; notices of meetings mailed or sent electronically to such addresses shall be valid notices thereof.

Section 3.3 Methods of Director and Officer Nomination

- **3.3.1** Nominations for the election of the Officers and members of the Board of Directors of TYO shall be made by the Nominating Committee. This committee will be comprised of the Executive Member At- large, a member of the Governing Committee, and two General Members of TYO. No Officer shall serve on this committee.
- **3.3.2** The Nominating Committee shall seek qualified individuals willing to actively serve on the board in support of the TYO mission. This Committee shall make public notice of board vacancies by February 15. Any Director may also add names to the list if such nomination is delivered in a timely manner.
- **3.3.3** Additionally, the committee shall identify qualified board members, as described in *Section 4.1*, willing to serve as officers.
- **3.3.4** The Nominating Committee will evaluate nominations delivered to it in a timely manner. The Nominating Committee shall present the Board of Directors with a list of director nominees, a list proposing one or more candidates for each open position and a list of qualified board members willing to become officers. The list will be delivered to the Board by March 31.
- **3.3.5** Elections will be conducted at the April meeting of the Board of Directors. Each Director may vote for the election of any person nominated in accordance with this section, casting not more than one vote for any one nominee, and voting for not more nominees than there are Directors or Officers to be elected.
- **3.3.6** Election shall require a majority vote of the Board of Directors.

Section 3.4 Term

The term for Directors shall begin June 1 and shall run two (2) years. One-third of the Board of Directors shall be up for election each year. A member may be re-elected to serve consecutive terms that total no more than six (6) years. After six years of continuous board service, a Director or Officer, becomes ineligible for re-election to the Board of Directors for a period of two (2) years.

Section 3.5 Compensation

Members of the Board of Directors shall not receive any fee or salary for their services as directors, provided, however that the board may authorize the reimbursement of reasonable expenses incurred on behalf of the corporation.

Section 3.6 Conflict of Interest

Each Director, Officer and member of a committee with governing board delegated powers shall annually sign the organization's *Conflict of Interest Statement*. Failure to comply by August 1 will prohibit participation in corporate activities.

Section 3.7 Removal

Members of the Board of Directors who miss three consecutive meetings without cause shall be deemed to have resigned as a member of the Board of Directors and shall cease to be a member thereof. At the meeting following the three consecutive missed meetings, the member may be reinstated by a majority vote of the Board of Directors at the member's request.

Section 3.8 Vacancy Whenever a vacancy occurs with respect to a director, the vacancy may be filled by a vote of the majority of the remaining board members, but only for a term of office continuing until the next election of directors. The process of nomination shall follow applicable procedures described in Section 3.3 *Methods of Director and Officer Nomination*.

ARTICLE IV: OFFICERS Section 4.1 Executive Officers and Qualifications

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Officers of the TYO Board of Directors shall be President, Vice President, Secretary and Treasurer. Board of Directors members serving at least two consecutive or nonconsecutive years on the Board of Directors may be eligible to serve as Board President. To be eligible to serve as Vice President, Secretary, Treasurer or Executive Committee At-large Member, a nominee must have served at least one year on the Board of Directors.

Section 4.2 Responsibilities of the President The President shall be the executive officer. The President will set the agenda and preside over meetings of TYO. The President works with other board members and the Executive Director to establish additional working committees in accordance with Article VI. The President will guide the committees to help them stay on a job completion timeline. The President, with the cooperation of the board, shall work with the Executive Director and Music Director to ensure that TYO fulfills the purposes described in Article I.

Section 4.3 Responsibilities of the Vice President

The Vice President shall assist the President in performing his/her duties, including presiding at meetings and carrying out all other duties of the President in the absence of the President. The Vice President shall serve as liaison with all members concerning interaction with the President, Executive Director, music director and conductors.

Section 4.4 Responsibilities of the Secretary

The Secretary shall be responsible for maintaining minutes of all meetings of its members and board of directors and, a record of all actions taken by the members or board of directors without a meeting. Records, including printed material distributed at meetings and email notices, will be made available to Directors online and retained as required by law.

Section 4.5 Responsibilities of the Treasurer

The Treasurer, in conjunction with the Executive Director, will oversee the keeping of accurate financial records, receive and deposit all monies in the organization's bank account(s), pay all bills authorized by the board, submit any reports or filings to the Internal Revenue Service, lead the finance committee in the formulation of the annual budget and report regularly to the board.

ARTICLE V: MEETINGS Section 5.1 General Meetings of the Board

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The Board of Directors shall meet bi-monthly during August through May. The Board of Directors shall conduct a planning retreat each summer.

Section 5.2 Special Meetings of the Board

Special meetings of the Board of Directors may be called at any time by the President, or upon the request of the majority of the Board of Directors.

Section 5.3 Notice of Meetings

Notification and location of general and special meetings of the Board of Directors meetings shall be in writing via email, with no less than three business days' advance notice.

Section 5.4 Quorum of the Board A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5.5 Majority Action as Board Action

Except as otherwise provided in these bylaws, or by law, the act of a majority of the Board of Directors present at any meeting called in accordance with these bylaws at which a quorum is present shall be the act of the Board of Directors.

Section 5.6 Conduct of Meetings

The President shall preside over meetings of the Board of Directors, or in his/her absence, by the Vice President, or in the absence of both of these persons, by a director chosen by a majority of the directors present at the meeting.

The Secretary shall act as Secretary of all meetings of the board, provided that, in his/or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed according to *Robert's Rules of Order*, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

Section 5.7 Action Without a Meeting

- **5.7.1** Action may be taken without a meeting if the action receives majority approval by all members of the board. The action must be evidenced by vote describing the action taken and signed by each director. Electronic signature shall be adequate for this purpose.
- **5.7.2** Notice of outcome will include the vote of each board member.
- **5.7.3** Consent under this section has the effect of a meeting vote and may be described as such in any document.
- **5.7.4** Votes to amend the Bylaws and elect or remove a director or officer are excluded from this section.

ARTICLE VI: COMMITTEES

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Section 6.1 Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- **6.1.1** take any final action on matters which also requires board members' approval or approval of a majority of all members;
- **6.1.2** fill vacancies on the board of directors or in any committee which has the authority of the board;

- **6.1.3** amend or repeal Bylaws or adopt new Bylaws;
- **6.1.4** amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- **6.1.5** appoint any other committees of the board of directors or the members of these committees;
- **6.1.6** expend corporate funds to support a nominee for director; or
- **6.1.7** approve any transaction;

(i) to which the corporation is a party and one or more directors have a material financial interest; or

(ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 6.2 Executive Committee

The executive committee shall consist of the President, Vice President, Treasurer and Secretary of TYO.

Section 6.3 Standing Committees

Standing committees will be as follows: Executive, Finance, Fundraising, Governance and Nominating.

Section 6.4 Ad Hoc and Special Committees

The Board of Directors may from time to time, by resolution adopted by a majority of directors, establish ad hoc and/or special committees to serve at the discretion of the board as may be deemed necessary.

ARTICLE VII: TRANSPARENCY AND ACCOUNTABILITY

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Section 7.1 Meetings

All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.

Section 7.2 Minutes

All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.

ARTICLE VIII: FINANCES Section 8.1 Execution of Instruments

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Unless otherwise authorized by the Board of Directors, approved contracts and other instruments, shall be executed on behalf of TYO by the President or the Executive Director. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the TYO by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 8.2 Checks and Notes

Unless otherwise authorized by the Board of Directors, or as otherwise required by law, check, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness in excess of \$250 of the TYO require written authorization by the President or Treasurer. Payments in excess of \$2,500 must be signed by the Treasurer. Payments made out to cash, or to the signatory, are prohibited.

Section 8.3 Bank Account(s)

At the direction of the Treasurer, checking and/or interest bearing account shall be set up to the best advantage of TYO, for the deposit of fees and other monies.

Section 8.4 Deposits

All funds of the TYO shall be deposited from time to time to the credit of the organization in such banks, or other depositories as the Board of Directors may select.

Section 8.5 Gifts

The Board of Directors may accept on behalf of TYO any contribution or bequest for the nonprofit purposes of this corporation.

Section 8.6 Budget

The executive committee will develop a budget annually.

Section 8.7 Endowment

A portion, \$5.00, of all non-scholarship students' tuition will be contributed to the TYO endowment fund by the Executive Director. If a surplus in funds occurs at the end of the fiscal year, the Board of Directors will agree upon a percentage of said surplus to be contributed to the TYO endowment fund within six months of the end of fiscal year.

ARTICLE IX: DIRECTOR AND STAFF

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Section 9.1 Executive Director

The Executive Director is hired by the board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary

ARTICLE X: MISCELLANEOUS

Section 10.1 Amendment of Bylaws by Supermajority Vote

TYO's bylaws may be amended by a 2/3 majority of the Board of Directors provided that written notice has been given to all directors of the proposed amendments at least five business days in advance.

Section 10.2 Effective Date

These bylaws were ratified at a meeting of the Board of Directors by a two-thirds majority vote. Date Ratified: **June 10, 2017**

_____ President _____ Treasurer