

SYMPHONY ASSOCIATION FOR THE
UNIVERSITY OF WYOMING
BY-LAWS
(As amended May 20, 2015)

I. Name

The name of this organization is Symphony Association for the University of Wyoming.

II. Purpose

The purpose of the Symphony Association is to support and encourage the work of the University of Wyoming Symphony Orchestra (UWSO) in the following areas:

A. Outreach: To promote music and enhance the cultural environment of the residents of Laramie and the state of Wyoming through concerts, information, and social interaction.

B. Education: To provide opportunities for continued music education for the community's adults and children, including the public schools.

C. Financial Support: To help the UWSO in its educational mission by providing funds. These funds will be raised through an annual membership drive and special fund-raising projects that are approved by the Symphony Association Board. Funds may be used to:

1. Provide merit awards for UWSO student members;
2. Increase the UWSO's financial resources for outreach trips in the region;
3. Support special UWSO projects;
4. Cover expenses of the organization;
5. Further any other causes the Symphony Association Board may approve.

D. Limitation of Methods: The Symphony Association shall obey all local, state and federal laws.

III. Membership

The Symphony Association is open to all who wish to support the objectives of the UWSO through financial support.

IV. Membership Contribution Levels

The Endowment/Investment Committee will present membership contribution level recommendations to the Symphony Association Board annually at the June meeting or before. The Symphony Association Board will determine membership contribution levels annually when presented by the Endowment/Investment Committee. The minimum contribution will be established at a low level to encourage membership.

V. Collections, Distributions, and Expenditures.

A. Collection: Revenues will be received as directed by the Symphony Association Board and will be placed in an account maintained at the University of Wyoming Foundation.

B. Distribution: Funds will be used as the Symphony Association Board designates under Article (II)(c). Cash contributions to individuals or organizations other than the UWSO and its members are not permitted, except as allowed under Article (II)(c).

C. Expenditures: No expenditure of Symphony Association funds shall be made except upon prior approval of the Board. Expenditures for purchases, scholarships, and travel must be approved by the Board. Persons requesting approval of expenditures will fill out the appropriate forms and bring them to a Board meeting with their receipts. Expenditure approvals will be signed by the President. If the President is not a University employee, the forms will be signed by the Treasurer, or another responsible board member who is a University employee. The
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forms will be sent to the Foundation for payment. The Symphony Director will present student travel expenditure forms to the Board for approval.

VI. Governing Body

A. Symphony Association Board of Directors: The business of the Symphony Association is initiated and executed by the Symphony Association Board, will be composed of the following:

1. Board of Directors

(a) Composition and Expectations: The voting members of the Symphony Association Board will constitute its Board of Directors. The Symphony Association Board will be composed of no more than fifteen (15) volunteers chosen from and representing, as closely as possible, a balance between the UW community and the Laramie community. If the immediate past president's board term will expire while s/he is serving in that position, the Board membership may then be increased to sixteen (16) members until the next election of officers. The Symphony Association Board, at the direction of the President, will take all reasonable actions necessary to promptly fill any Symphony Association Board vacancy.

Symphony Association Board members are expected to further the purposes of the Association by taking a participatory role in the meetings and activities of the Symphony Association Board. An "active" Symphony Association Board member is defined as one who has attended at least half the Board meetings in the current season or makes a significant active contribution to the Symphony Association. Symphony Association Board members must be members of the Symphony Association during their entire term on the Symphony Association Board. Each Board member shall accept appointment to serve on at least one standing committee.

The season and fiscal year of the Symphony Association Board and Symphony Association shall be July 1-June 30. Any Symphony Association Board member who has not been active during a season will be contacted by the President to determine the member's interest in continuing to serve on the Board.

(b) Terms and Term Limits: Symphony Association Board members will be appointed annually for three-year terms. Symphony Association Board members may serve a maximum of two consecutive three-year terms. After a one-year absence from the Symphony Association Board, a former Symphony Association Board member, who has already served two consecutive three-year terms, may be reappointed and may again serve two additional three-year terms, for a maximum of twelve (12) years' service.

A Symphony Association Board member who has been appointed to fill an unexpired term of a previous Symphony Association Board member shall complete the unexpired three-year term, and shall then be immediately eligible to serve, in addition, the maximum of twelve (12) years' service as allowed in the preceding paragraph.

The board term of the immediate Past President, or the appointed successor, while s/he is serving in that position, shall be extended until the next election of officers to the Board of Directors.

(c) Removal of Board Member: Any member can be removed by unanimous vote by the executive committee or a two-thirds vote of the entire Board.

2. Ex-Officio Members

The Ex-Officio members of the Symphony Association Board will serve in an advisory, non-voting capacity to the Governing Board. The Ex-Officio members of the Board will include the following:

- (a) The UWSO Music Director and
- (b) A student member of the UWSO

3. Emeritus Status

Members of the Symphony Association Board who have served for at least five years may request Emeritus Status, and that request shall be reviewed by the Executive Committee. When members elect Emeritus Status, they will be encouraged to continue attending meetings. There will be no attendance or participation requirements. A new Symphony Association Board member will be appointed to fill the Symphony Association Board position previously held by the Emeritus member. Emeritus Board members may be asked to continue to provide service to the Symphony Association by serving on committees and providing other forms of service to the

Symphony Association. The Emeritus members of the Symphony Association will serve in an advisory, nonvoting capacity. Emeritus members may hold the office of Newsletter Editor.

B. Meetings:

1. Meetings are held at a time and place convenient to the members, according to a proposed schedule announced by the President at the beginning of each term, with a minimum of ten (10) meetings per year.
2. Meeting business will be decided by a majority vote of the quorum, which will be defined as no fewer than five members of the Symphony Association Board. Notice of all regularly scheduled or special meetings shall be by telephone call, conversation or email from the Secretary, who shall exercise reasonable efforts to contact Symphony Association Board members.
3. The Board may conduct business and make its decisions not only at meetings but, also by telephone, video conferencing, mail, electronic communication, or other reasonable means.
4. Additional Symphony Association Board meetings may be scheduled as needed and called by the President or no less than 5% of the Symphony Association membership or quorum of the Symphony Association Board members.
5. At the June Meeting, the Board will determine the date, time, and location of the fall picnic. A determination will also be made at the June meeting as to whether there will be a gala during the holidays or at some other point in the upcoming year. If it is determined that a gala will be held during the holidays, the date, time and location will be determined at the August or the September Board meeting.

C. Elected Positions

1. Officers

- (a) President: Sets the agenda and presides over meetings of the Symphony Association Board. Appoints members to standing committees to carry out the work of the Symphony Association Board. May designate and appoint special-issue committees of limited duration in addition to standing committees. Serves as chair of the bylaws committee.
- (b) Vice President: Presides over meetings in the absence of the President. Chairs the Membership Committee. Performs any duty delegated to the President.
- (c) Secretary: Records and maintains the minutes of Symphony Association Board meetings. Maintains a record of attendance at Symphony Association Board meetings. Handles necessary correspondence. Notifies all Board members of the time and location of meetings. Performs any duty as directed by the President.
- (d) Treasurer: Keeps accurate accounting of income and expenditures. Justifies accounts at the end of each fiscal year. Presides over meetings in the absence of the President and Vice President. Safeguards and maintains the financial books and records of the Association. Submits an annual financial report at the June meeting. Serves as chair of the Endowment/Investment Committee. Performs any duty as directed by the President.
- (e) Immediate Past President: Acts as an advisor to the President and the Board of Directors. Serves on the Executive Committee. Performs any duty as directed by the President. In the event this member does not wish to continue to serve, the President will appoint a member of the Board who has three or more years of service to the Board.

D. Other Officials

1. Newsletter Editor: Coordinates the writing and publishing of the Symphony Association newsletter and other publicity. Shall be appointed by the President yearly.
2. Historian: Acts as archivist for the Symphony Association.
3. Database Manager: Maintains the membership database for the Symphony Association. Coordinates with the Fine Arts Box Office and the University of Wyoming Foundation to ascertain who is eligible for membership. Provides membership mailing lists to newsletter publisher. Provides membership list and level of contributions to UW music department for inclusion in performance programs.

E. Committees

1. Executive Committee: The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and Immediate Past President. The Executive Committee may operate with the authority of the Symphony Association Board under emergency circumstances when exigencies of time and scheduling preclude the presentation of an issue to the Symphony Association Board. The Executive Committee may conduct business and make its decisions not only at meetings but, also by telephone, video conferencing, mail, electronic communication, or other reasonable means. In all such cases, decisions of the Executive Committee shall be reported to the Symphony Association Board no later than the next regularly scheduled meeting of the Symphony Association Board. The Executive Committee shall be authorized to sign checks or make withdrawals from accounts as provided in Article V (A).

2. Standing Committees: Standing Committees shall be permanent committees. Each committee shall meet not less than once during the fiscal year. Members shall be appointed by the President for one-year terms of the Board's first meeting of the fiscal year. Members may serve consecutive terms on any Standing Committee. Standing Committees, their responsibilities and guidelines, shall be:

(a) Nominating Committee:

The duties of this committee are as follows:

Meet in March to determine a slate of officers, a newsletter editor, an historian, and a database manager to be recommended at the April meeting.

Submit a slate of prospective Symphony Association Board members at June meeting to replace members whose terms have expired.

Submit a slate of prospective Symphony Association Board members as soon as reasonable to fill the unexpired term of any Symphony Association Board member.

Maintains a record of Symphony Association Board members with the beginning and ending dates of each member's term.

The composition of this committee shall be as follows:

Three-member committee. All three members shall constitute a quorum. UWSO Music Director shall serve in an advisory non-voting capacity.

(b) Events Committee

The duties of this committee are as follows:

Plan and carry out regular association events.

Plan and carry out unique fund-raising events as approved by the Board.

Preserve institutional memory of association events. The Committee shall prepare an event checklist or procedure guide for each event. The Committee will review the checklist or procedure guides annually and update as needed. After the completion of an event, the Committee shall prepare and present to the Board an after-action report covering the income and expenses of the event and recommendations for future changes to the event.

The composition of this committee shall be as follows:

Minimum of five-member committee. Three members constitute a quorum. Chair appointed annually.

(c) Bylaws Committee

The duties of this committee are as follows:

Conduct annual review of bylaws.

Submit recommendations for bylaw changes at the April meeting.

The composition of this committee shall be as follows:

Three-member committee. All three members constitute a quorum. President shall serve as chair.

(d) Membership Committee

The duties of this committee are as follows:

Make Symphony Association membership information available to the community-at-large.

Make fund raising recommendations for unique events.

Facilitate community and business involvement with the Symphony Association.

The composition of this committee shall be as follows:

Four-member committee. Three members constitute a quorum. Vice President shall serve as chair.

F. Elections and Terms of Office: The election of officers shall take place at an April or May Meeting. Officers shall be elected for one-year terms that begin at the conclusion of the June meeting. Vacancies in any office shall be filled by the Symphony Association Board at the next regularly scheduled meeting.

G. Compensation: No Symphony Association Board member, officer or Symphony Association member shall receive any compensation for services rendered to the Symphony Association. Properly receipted expenses incurred by Symphony Association Board members may be reimbursed.

VII. Newsletter

A newsletter will be made available in hardcopy or on-line to all members of the Symphony Association preceding the UWSO concerts and at other appropriate times. It will be a vehicle for publicizing concerts, providing advance program notes, conveying business and information about the Symphony Association, and providing other appropriate articles of interest.

VIII. Bylaws Review

These Bylaws must be reviewed by the members of the Symphony Association Board, based on recommendations submitted to the Bylaws Committee at the April meeting. They may be revised during this annual review or at other times during the year as deemed appropriate. A proposed change must be announced one month before the change is voted on, and a special quorum of two-thirds of Symphony Association Board members must be present for the vote. Revisions to the bylaws requires a majority vote of the Symphony Association Board members present.