

BYLAWS
of the
West Hartford Symphony Orchestra, Inc.
A Connecticut Non-Stock Corporation

Last updated on November 25, 2024

ARTICLE I Name & Purpose of Corporation

Section 1. Name

The name of this organization shall be the West Hartford Symphony Orchestra, Inc., a Connecticut Non-Stock Corporation (Hereinafter called the "WHSO").

Section 2. Name Change

The WHSO may at its pleasure, by a vote of the Board of Directors, change its name.

Section 3. Purpose & Mission Statement

WHSO is a non-profit, semi-professional, volunteer-based organization whose purpose is to bring together amateur and professional musicians dedicated to improving the quality of life for the Greater West Hartford community by performing and enjoying orchestral music. In addition to artistic expression, commitments to inspire, engage, and recruit young local musicians to join the orchestra and appreciate orchestral music are fundamental to the organization's purpose.

ARTICLE II Membership

Section 1. Eligibility

Anyone who auditions for a vacant position within the orchestra and is invited to join by the Admission Committee, consisting of at least two WHSO members (the conductor and a section leader), will become a member of the WHSO. Membership will automatically renew from year to year unless the musician submits a written letter of withdrawal or loses the privilege to perform with the orchestra due to excessive absences without proper notification of special circumstances or behaves in a manner prejudicial to the group, which may result in loss of membership. Specific criteria for loss of membership due to missed rehearsals or concerts will be decided on an individual basis by the music director.

Section 2. Roster

A membership roster shall be kept and maintained by the music director, listing each member's name, address, and other pertinent information.

Section 3. Music Library Maintenance Fee

Each member of the WHSO shall be assessed a \$20 music library maintenance fee payable before the first concert of the season.

ARTICLE III Yearly and Annual Meetings

Section 1. Yearly Meeting

The Yearly Meeting of the Board of Directors shall be held in April at a time and place set by the Board of Directors. The President shall preside at the Annual Meeting, which includes adopting Goals and Objectives for the following season and presenting the past year's activity. Each orchestra member will receive a copy of the Goals and Objectives before the Annual Orchestra

Meeting held in May at the end of the season. After this meeting, orchestra members will be informed of Board vacancies for the next season and invited to submit letters of interest in becoming board members. This is a closed-door meeting.

Section 2. Annual Orchestra Meeting

The Annual Orchestra Meeting shall be held in May on the Wednesday following the WHSO's Pops concert. The purpose of this meeting is to vote for new Board members and officers for the ensuing year. All orchestra members are invited to attend, and a simple majority of votes cast is required for election. At least a third of elected Board Members must be active orchestra members. The meeting will include reports from the President, Treasurer, and Music Director, and the election of new officers.

ARTICLE IV Board of Directors

Section 1. Meetings

The Board of Directors meetings may be scheduled on a monthly basis by either the Board or the President but not less than once per quarter. All Directors will be given at least one week's notice regarding the time and place of these meetings. An agenda will be made available to the orchestra membership one week before the meeting. These meetings will include a 10-minute comment section at the beginning of each board meeting open to (non-Board of Directors) orchestra members. The President, or any two Board members, may call additional Executive Meetings with one week's notice provided to all Directors. The agenda and discussions in these Executive Meetings will remain confidential.

A quorum, consisting of a minimum of two-thirds of the Directors, is required to conduct business. Without a quorum, only a committee designated by the President or Vice president could work on a specific project and report back to the Board of Directors. Decisions at Board meetings will be made by a majority vote of the Directors present and will be considered actions of the entire Board. Directors must be physically or virtually present to vote; proxy voting is not allowed.

The President of the WHSO serves as the Chairperson of the Board of Directors and will lead meetings or appoint another Director to do so in their absence. Directors may participate in meetings through various communication methods, including in-person attendance, internet video conferencing, or telephonic conference calls, provided all participating Directors can hear each other simultaneously.

Any Director with a conflict of interest must recuse themselves from relevant discussions, and the topic of such discussions must be communicated in advance.

Section 2. TERMS

Directors' terms of office are two years. Vacancies for an unexpired term of membership or office shall be filled by a vote of the Board of Directors at its next meeting, under the voting rules outlined in ARTICLE III, Section 1 above. The Board may not increase its membership beyond the number voted in at the annual orchestra meeting. The Board of Directors can also, at any point, elect new Directors. The candidate must have attended at least one to three meetings before being proposed by a Director. A simple majority of Directors present at the meeting is required to elect the new Director who will serve until the end of that year. New Board members can be elected for a 2-year term

2.1 The term of each Director shall be two (2) years. To encourage broader participation from the general WHSO membership, no Board member may serve more than two consecutive terms in the same office unless a vacancy cannot be filled.

2.2 The Board of Directors shall elect new or replacement board members annually, in the spring before the end of the season as follows:

2.3.1 To be elected in even-numbered years beginning in 2024:

1. President
2. Secretary

2.3.2 To be elected in odd-numbered years beginning in 2025:

1. Vice president
2. Treasurer

Section 3. POWERS

The Board of Directors shall have and exercise all the usual powers of directors of a corporation and the immediate government and direction of the affairs of the WHSO. They shall make all rules and regulations which they deem necessary and proper for the government of the WHSO, and for the due and orderly conduct of its affairs and the management of its property, consistent with the bylaws of the WHSO.

ARTICLE V OFFICERS

Section 1. Officers of the WHSO shall be the President, Vice President, Treasurer, Secretary, and any other offices deemed appropriate. Officers shall be chosen as outlined in articles III and IV above.

Section 2. The duties of the officers shall be as described below and assigned to them respectively by the Board of Directors.

- a) **President** The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, setting agendas for future meetings, and performing all other duties incident to the office or as properly required by the board of directors.
- b) **Vice President** In the absence or disability of the board president, the ranking vice president or another officer designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president.

- c) **Treasurer** The treasurer shall be the lead director responsible for overseeing the corporation's financial condition and affairs. The treasurer must either share the financial report with the entire Board via email 24 hours before the meeting or distribute printed copies at the meeting. The treasurer shall keep the board informed about the corporation's financial condition and the results of any audits or financial reviews. In collaboration with other directors or officers, the treasurer shall oversee budget preparation and ensure the timely availability of financial reports to the board of directors, including accounts of major transactions and the corporation's financial condition. The treasurer shall perform all duties required by the board of directors or the president including maintaining the organization's GOOD STANDING status with the state of CT and filing annual reports and IRS tax forms on time. With the board's approval, the treasurer may appoint a qualified fiscal agent or staff member to assist with their duties. As the IRS 990 tax form is a public record, financial records must be made available upon request to any member of WHSO.
- d) **Secretary** The secretary is responsible for keeping a record of the minutes of all meetings and actions of the directors and committees. Within 48 hours after a meeting, the secretary must email a copy of the minutes to all Board members. The minutes should include the time, place, attendance, absences, and other relevant details to verify the actions taken and ensure the meeting complied with the rules and bylaws.

In collaboration with the president, the secretary shall set an agenda, which must be emailed to all Board members at least 7 days before any scheduled meeting. Additionally, the secretary may perform other duties assigned by the Board of Directors or the president. With the Board's approval, the secretary may appoint a director to assist with these duties.

The secretary will also act as a communication liaison between the Board and the orchestra members. This involves presenting brief reports on the Board's goals, performance, and decisions to the orchestra members, seeking their input, and conveying their opinions to the Board.

Section 3. Officers' Terms are two years long, beginning with their election at the Annual Orchestra Meeting as per Article III, section 1. Any officer may be re-elected for an additional term but can only hold the same office for up to two consecutive terms as per Article IV Section 2.

Section 4. Removal Any officer may be removed from office at any time, either for or without cause, by the vote of two-thirds of the Directors present at a Board Meeting.

ARTICLE VI APPOINTMENTS

Section 1. The Board of Directors shall appoint all Committees and Chairpersons thereof. Such committees may include persons who are not Directors and will submit reports to the Board of Directors upon their request.

Section 2. Conductor

The Board of Directors shall select and hire a conductor based on resume and audition before the membership of the orchestra. The Board of Directors shall select and hire other personnel it deems necessary to the operation of the WHSO. The conductor shall have such authority and title as it is granted to him or her by written contract, including seeking input from the orchestra members before submitting the repertoire proposal for the upcoming season. The Board of Directors may appoint the conductor to serve on the Board of Directors.

The Conductor will be a non-voting member of the Board, though will not be member of the executive Board (Ex-Officio title).

The Board of Directors may also appoint guest conductors and or apprentices to cover the conductor's role in the event of illness or other special circumstances that might prevent the contracted conductor from performing his/her duties. The choosing of such guest conductors or apprentices should be done in conjunction with the current conductor.

ARTICLE VII MISCELLANEOUS

Section 1. Maintaining the non-profit status - WHSO is a CT-based non-stock non-profit corporation, recognized as tax-exempt under Section 501(c)(3) of the United States Internal Revenue Code. The WHSO shall not be conducted or operated for profit, nor shall any of its funds or property be paid to or inure to the benefit of any Director of the WHSO or any individual having a personal and private interest in the activities of the WHSO, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the WHSO in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the WHSO.

Section 2. Distribution upon dissolution - Upon the dissolution or other termination of the WHSO, no part of its property or the proceeds thereof shall be distributed to or inure to the benefit of any member, Director, officer, or individual. Still, all such property and proceeds shall, subject to the applicable provisions and laws, be distributed as directed by the Directors to one or more charitable or educational corporations, associations, or organizations similar to the WHSO.

Section 3. Deposit of funds - All funds for the WHSO shall be deposited in an account or accounts in such bank or banks as designated by the Board of Directors. Checks shall be signed by the President, Treasurer, or appointed member.

Section 4. The fiscal year for the WHSO is July 1st to June 30th.

Section 5. Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the WHSO's interest when it is contemplating any transaction or arrangement that may

benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

WHSO's current Conflict of Interest Policy is stipulated in Article IV Section 1 "Any Director with a conflict of interest will recuse themselves from relevant meeting discussions. The topic of such discussions must be communicated in advance."

Section 6. Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis concerning age, sex, race, religion, national origin, and sexual orientation. WHSO, Inc.'s policy is not to discriminate based on race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Section 7. Bylaw Amendment

These Bylaws may be revised, amended, altered, repealed, or restated by a majority vote of the board of directors. However, no amendment shall be made that would disqualify the corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or any future equivalent federal tax code section. Additionally, no amendment shall affect the voting rights of directors without being ratified by a two-thirds ($\frac{2}{3}$) vote of a quorum of directors at a Board meeting. All amendments must also be consistent with the Articles

ARTICLE VIII: CODE OF ETHICS

Section 1. Adoption of League of American Orchestras Code of Ethics

The West Hartford Symphony Orchestra (WHSO) hereby adopts the Code of Ethics as outlined by the League of American Orchestras to guide the behavior and business practices of all board members, staff, and independent contractors associated with the organization. This Code is integral to advancing the mission of WHSO, which aims to bring together amateur and professional musicians to enhance the cultural life of the Greater West Hartford community.

Section 2. Ethical Standards and Conduct

In alignment with the League's mission and code, WHSO board and staff members shall:

1. Commitment to Diversity, Equity, and Inclusion:

Actively seek and incorporate diverse perspectives, respect the opinions and differences of others, and consider the impact of decisions on various groups and individuals within the community.

2. Respectful and Compassionate Conduct:

Carry out duties with the highest standards of personal integrity, honesty, and empathy, showing genuine concern and courtesy in all interactions.

3. Inspiring Confidence and Trust:

Maintain competence, fairness, impartiality, efficiency, and effectiveness, ensuring open and transparent communication in all WHSO activities.

4. Responsibility to Stay Informed:

Keep abreast of relevant issues in the orchestral and broader cultural sectors to inform WHSO members and the community about matters that may impact them.

5. Avoidance of Conflicts of Interest:

Refrain from any interests or activities that could conflict with official duties, and uphold the integrity of WHSO's mission.

6. Confidentiality:

Protect and respect confidential information obtained through WHSO activities and duties.

7. Striving for Excellence:

Pursue personal and professional excellence, while encouraging and supporting the development of others within WHSO.

8. Board Responsibilities:

Board members will prioritize the safety and welfare of WHSO staff in all professional interactions, avoiding any undue demands on staff resources.

9. Staff Responsibilities:

WHSO staff will respect the structure and authority of the Board of Directors, provide information and counsel to support effective decision-making, and implement board policies in good faith.

Section 3. Regular Review and Updates

The WHSO Board of Directors is committed to regularly reviewing and updating this Code of Ethics to reflect the evolving needs of the organization and the community it serves. The Code will be disseminated among board and staff members and made available to the public through the WHSO website and other communication channels.