

# **BYLAWS**

## **ARTICLE I**

### **NAME, PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT**

- Section 1. The name of this corporation shall be the Symphony League of Beaumont, Inc. ("the League")
- Section 2. The corporation shall comply with the requirements of the Texas Non-Profit Corporation Act (the "Act") and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identified with the corporation's principal office in Texas. The Board of Directors may change the principal office and the registered office and the registered agent as provided in the Act.

## **ARTICLE II**

### **PURPOSE**

The purpose of the League shall be to support and promote the growth of the Symphony of Southeast Texas, Inc. and to foster and encourage musical education, participation and appreciation of the membership and the public.

## **ARTICLE III**

### **MEMBERSHIP**

The Membership of the League shall consist of four categories: Active, Supporting, Special Senior, and Life. Active Members shall be eligible for Supporting Membership after five years of Active Membership. Membership shall be open to any person interested in the support and promotion of the Symphony of Southeast Texas, Inc.

## **ARTICLE IV**

### **OFFICERS, DIRECTORS AND EXECUTIVE COMMITTEE**

- Section 1. Officers: The Officers of the League shall be a President, President-Elect, First Vice-President, Second Vice-President, Third Vice-President, Fourth Vice-President, Fifth Vice-President, Sixth Vice-President, Recording Secretary, Corresponding Secretary, League Treasurer, League Treasurer-Elect and Parliamentarian. The officers shall be elected by the members at the annual meeting.

Section 2. Board of Directors: The Board of Directors shall consist of the Officers, the Immediate Past President, and the Committee Chairmen. All members of the Board of Directors shall be members of the League. The Executive Director of the Symphony of Southeast Texas, Inc. shall be an ex-officio member without voting power.

Section 3. Executive Committee: The Executive Committee shall be composed of the Officers and the Immediate Past President. The Executive Committee shall have the powers of the Board of Directors between meetings of the Board. The Executive Committee shall fill all vacancies in Board membership and in offices.

Section 4. Term: The Officers and members of the Board of Directors shall serve one year terms. They shall assume their duties at the annual meeting of the members.

## **ARTICLE V NOMINATIONS AND ELECTIONS**

Section 1. Nominating Committee: The Nominating Committee shall consist of five members. The members shall be the President-Elect, the immediate Past President, a member of the Board of Directors, and two members of the League not serving on the Board of Directors. The Past President shall be the Chairman of the Committee. The members of the Nominating Committee other than the President-Elect and immediate Past President shall be elected by the members at the annual meeting. A vacancy on the Nominating Committee shall be filled by the Chairman. If the vacant position is that of Chairman, the Executive Committee shall select a new Chairman from the members of the Board of Directors.

Section 2. Nominations: The Nominating Committee shall present a proposed slate of nominees for election by the members at the annual meeting. The slate to be proposed by the Nominating Committee shall consist of nominees for the following positions: all officers, the chairman and chairman-elect of the Debutante Program, the chairman and chairman-elect of the Symphony Ball Committee and members of the Nominating Committee other than the immediate Past President and President-Elect. Prior to the annual meeting, the Nominating Committee shall present the proposed slate to the Board of Directors for approval. At the annual meeting nominations may be made from the floor provided that the person nominated has given consent to such nomination.

Section 3. Vacancies: A vacancy in the Board of Directors shall be filled by the Executive Committee.

**ARTICLE VI**  
**DUTIES OF OFFICERS**

- Section 1. **President:** The President shall preside at all meetings of the League and shall be an ex-officio member of all committees except the Nominating Committee. The President shall represent the League on the Board of the Symphony of Southeast Texas, Inc. In the absence of the President, the duties of that office shall be performed by the President-Elect followed by the Vice-Presidents in order.
- Section 2. **President-Elect:** The President-Elect shall assist the President. This officer shall sit on the board of the Symphony of Southeast Texas, Inc.
- Section 3. **First Vice-President:** The First Vice-President shall coordinate all League activities pertaining to membership.
- Section 4. **Second Vice-President:** The Second Vice-President shall coordinate all League activities pertaining to the Symphony of Southeast Texas, Inc. This officer shall serve on the board of The Symphony of Southeast Texas, Inc.
- Section 5. **Third Vice-President:** The Third Vice-President shall serve as Ways and Means Committee Chairman. This officer supervises the Ways and Means Committee in the research and implementation of fund-raising activities.
- Section 6. **Fourth Vice-President:** The Fourth Vice-President shall coordinate all League activities pertaining to education.
- Section 7. **Fifth Vice-President:** The Fifth Vice-President shall coordinate all League activities pertaining to public relations.
- Section 8. **Sixth Vice-President:** The Sixth Vice-President shall coordinate all League activities pertaining to youth.
- Section 9. **League Treasurer:** The League Treasurer shall be responsible for all funds of the League, including fund-raising accounts. This Officer shall keep an accurate account of monies received and expended, rendering a financial statement in accordance with the prescribed League format, to be reviewed at each board meeting. The League Treasurer shall review the monthly financial statements submitted by fundraising treasurers.
- Section 10. **League Treasurer-Elect:** The League Treasurer-Elect shall serve as Symphony Ball Treasurer. She shall be responsible for preparing a budget for the Symphony Ball, keeping an accurate account of

expenditures and revenues for the Symphony Ball, and rendering a monthly statement of revenues and expenditures for the Symphony Ball. This officer shall perform other duties as requested by the League Treasurer or the President.

Section 11. Recording Secretary: The Recording Secretary shall keep a record of all proceedings of the Board of Directors and the League.

Section 12. Corresponding Secretary: The Corresponding Secretary shall send notices of all Board meetings to the Board Members and handle correspondence.

Section 13. Parliamentarian: The Parliamentarian shall serve as the Bylaws Chairman. This officer shall be governed by Roberts Rules of Order (Newly Revised).

## **ARTICLE VII COMMITTEES**

Section 1. The Board of Directors may create such standing committees as deemed necessary.

Section 2. The President with approval of the Executive Committee may create one or more committees delegating specified authority to the committee, and appointing a committee chairman. A committee may include members who are not members of the Board of Directors. No committee shall have the authority to take any action outside the scope of authority delegated to it by the President.

Section 3. The President-Elect, with assistance of the Nominating Committee, shall select the Chairmen of all Committees for the year of her presidency except as otherwise provided by these Bylaws or by the Policies.

## **ARTICLE VIII FINANCES**

Section 1. Dues: The Board of Directors shall set and may change the annual dues and deadline for payment by setting or amending policy.

Section 2. Fiscal Year. The Fiscal Year shall begin June 1, and end May 31.

Section 3. Budget Committee: The Budget Committee, composed of the League Treasurer, who shall be the Chairman, the President, the President-Elect, the League Treasurer-Elect, the Third Vice-President, the Fund-

raising Chairmen, and one member from the general membership who shall be appointed by the President, shall submit a proposed budget to the Board of Directors for the ensuing year. In turn this budget as proposed and approved by the Board of Directors shall then be presented to the general membership at the annual meeting.

- Section 4. **Auditing Committee:** The President shall appoint an Auditing Committee composed of the incoming League Treasurer, one member from the current Board of Directors and one member from the general membership. The Auditing Committee shall perform a detailed review of the books and supporting documentation by October 1 of each year. The Auditing Committee shall present a formal written report of the results of their review to the board. An accounting firm may be retained for consultation throughout the year.
- Section 5. **Contributions:** Any contributions over \$500.00 not provided for in the budget or otherwise authorized in these Bylaws or in the policies requires the approval of a majority of the Board of Directors.
- Section 6. **Reserve Fund:** In addition to all other amounts held as restricted or reserved funds, the League shall maintain a reserve fund equal to one year's operating expenses. Operating expenses do not include amounts budgeted for contributions to the Symphony of Southeast Texas, Inc.
- Section 7. **Accounts:** All checks exceeding \$500.00 written on any League account, including fundraising accounts require two signatures and shall be co-signed by the President, the League Treasurer, or the League Treasurer-Elect. The President, the League Treasurer, and the League Treasurer-Elect shall be listed on the signature cards of all accounts.
- Section 8. **Fundraising Accounts:** All checks exceeding \$500.00 written on any fundraising account require two signatures and shall be signed by the Fundraising Treasurer and co-signed by the President, the League Treasurer or the League Treasurer-Elect. Only the Fundraising Treasurer, the President, the League Treasurer and the League Treasurer-Elect shall be listed on signature cards for fundraising accounts. All Fundraising Treasurers shall submit a monthly financial statement in accordance with the prescribed League format to the League Treasurer.

**ARTICLE IX  
MEETINGS**

- Section 1. General Membership Meetings:
- A. General membership meetings are to be set by the Board of Directors.
  - B. Annual Meeting: An annual meeting of the general membership shall be in the spring of each year to elect officers and adopt a budget. The new Board of Directors shall take office at this time.
  - C. Quorum: A quorum for the general membership meetings shall be twenty members.
- Section 2. Directors Meetings:
- A. There shall be at least four regular meetings of the Board of Directors annually. The President may call special meetings of the Board of Directors and must call a special meeting at the written request of five members of the Board.
  - B. Quorum: A majority of the Board of Directors shall constitute a quorum.
- Section 3. Executive Committee:
- A. The Executive Committee shall meet at its discretion.
  - B. Quorum: A majority of the Executive Committee shall constitute a quorum.
- Section 4. For all committees, excluding the Executive Committee, those members attending a duly called committee meeting, but in no event fewer than two members shall constitute a quorum.
- Section 5. Rules of Procedures: Robert's Rules of Order (Newly Revised), shall govern this organization where they are applicable and consistent with the Bylaws.
- Section 6. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains; however, no action may be taken without the vote of at least a majority of the number of members required to constitute a quorum.

**ARTICLE X.  
AMENDMENT OF BYLAWS**

The Bylaws may be amended and new Bylaws may be adopted by a majority of those present and voting at any general membership meeting or by a majority of the Board of Directors present and voting at a regular or duly called meeting of the Board of Directors provided notice has been given ten days in advance of such proposed change. This notice shall be given by the President or by the Board of Directors and may include the text of the existing provision proposed to be

amended or of the new provision proposed to be added. Alternatively, the notice may include a summary of those provisions. This notice shall be given by mail.