

The Bloomington Normal Youth Symphony
Code of Bylaws

Article I. Membership.

Section 1. Definition.

Any student enrolled in BNYS shall be considered a member. Students eligible for membership include instrumentalists through age 21 who either participate in an appropriate school music organization, or whose school does not have a music program.

Section 2. Audition.

Admission for membership is determined by the audition procedures approved by the Board of Directors.

Article II. Board of Directors.

Section 1. General Powers of the Board of Directors.

The business of the BNYS shall be managed by the BNYS under the direction of the Board hereinafter referred to in these bylaws as “the Board.”

Section 2. Number of Directors.

The Board shall consist of 5 to 12 Directors over the age of 21. A minimum of 2 Directors shall be parents of current BNYS members. Directors may be former members, parents of former members, businesspersons or other interested community members.

Section 3. Term of Directors, Voting, and Compensation.

Each Director elected by the Board shall serve for a term of two (2) years. Terms of the Directors may be staggered, and Directors may succeed themselves. Each Director shall have voting privileges. No Director may vote in absentia, electronically, or by proxy. Each Director shall serve without compensation for service.

Section 4. Nomination and Election Process.

If the office of any elected Director shall become vacant for any reason, the Board may nominate candidates for election, and other individuals may nominate themselves. Selection of replacement Directors shall take place by a simple majority vote of the current Directors, according to election procedures specified and approved by the Board. Directors shall be elected in April and take office in June. There are no term limits for Directors.

Section 5. Annual Duties of Directors.

Every Director is expected to attend all Board meetings. Every Director is expected to attend at least two (2) rehearsals, at least one (1) concert, and serve on at least one (1) committee.

Section 6. Removal of Directors for Cause and Absence.

If a Director breaches such Director's duties hereunder or violates the terms of these Bylaws, such Director may be removed by a simple majority vote of the remaining Directors. Each Director is required to communicate with the President in advance of all Board meeting if s/he is not able to attend. Any Director who is absent from three (3) successive Board meetings shall be deemed to have resigned due to non-participation, unless the Board affirmatively votes to retain that Director.

Section 7. Meeting Place.

All meetings of the Board shall be held at the principle office of the BNYS or at any other place designated at any time by resolution of the Board.

Section 8. Regular Meetings of the Board.

The Board shall meet at least eight (8) times annually. Notice of regular meetings of the Board shall be given to each Director at least ten (10) but not more than 100 days before the date of the meeting. This notice shall state the date, time, place, and purpose of the meeting.

Section 9. Special Meetings of the Board.

The President may call special meetings of the Board if extraordinary circumstances requiring immediate attention or action should arise. Notice of special meetings of the Board shall be given to each Director at least three (3) days before the date of the meeting.

Section 10. Directors Quorum and Manner of Acting.

At all meetings of the Board, a majority of the Directors present in person shall constitute a quorum for the transaction of business. The act of a majority of directors present at meetings for which a quorum is established shall constitute the act of the Board. If at any meeting of the Board there shall be less than a quorum present, Directors may adjourn the meeting.

Section 11. Operating Procedure.

Actions of the Board at meetings shall be determined via consensus of Directors and a simple majority vote. In the case of a tie, the Board may defer to the Conductor, unless otherwise prohibited according to the BNYS Articles, or in executive session.

Section 12. Guests.

Permission for guests to attend all or part of any regularly scheduled meeting of the Board shall be determined by an affirmative simple majority vote of the Board.

Section 13. Executive Session.

The Board shall have the authority to determine that it is in the best interests of the BNYS that a particular item of confidential nature should be considered in closed session.

The Board may decide to enter closed session by a simple majority vote of those present, with voting cast in open session. All persons other than voting Directors shall be excluded from such closed session.

Section 14. Records.

The BNYS shall keep accurate and complete financial records and minutes of the proceedings of the Board and any committees having or exercising the authority of the Board. All minutes shall record the names of the members present who are entitled to vote. Financial records shall be maintained for seven (7) years. All other records shall be maintained indefinitely.

Article III. Officers.

Section 1. Election.

The Board shall elect the officers of the BNYS. The officers shall be members of the Board.

Section 2. Offices.

The officers shall be a President, a Vice-President, a Treasurer, and a Secretary.

Section 3. Qualifications.

Officers must be at least 21 years of age at the time of assuming office.

Section 4. Responsibilities of the President.

The President shall be the chief executive officer of the BNYS. The President shall preside at all meetings, oversee appointment of committee members, and carry out other duties as approved by the Board. The President shall see that all orders and resolutions of the Board are carried out. The President shall sign and execute such documents as may be required for the business of the BNYS.

Section 5. Responsibilities of the Vice-President.

The Vice-President shall preside at all meetings in the absence of the President, assist the President in fulfilling her/his duties, and perform other duties as may be assigned by the President and the Board. The Vice-President shall chair the Operations Committee.

Section 6. Responsibilities of the Treasurer.

The Treasurer shall be the principal accounting and financial officer of the BNYS. The Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the BNYS. The Treasurer shall collect membership fees, pay approved bills, and prepare the proposed budget. The Treasurer shall prepare and deliver reports and documents required by the State of Illinois and the United States Internal Revenue Service to maintain tax-exempt status of the BNYS. The Treasurer shall perform all the duties incident to the office of the Treasurer and such other duties as may be assigned to her/him by the President and by the Board.

Section 7. Responsibilities of the Secretary.

The Secretary shall record and file the minutes of the Board meetings. The Secretary shall prepare and deliver reports and documents required by the State of Illinois required maintaining the organization's not-for-profit corporate status. The Secretary shall perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President and the Board.

Section 8. Officer Election Time.

This election process shall occur at the last regularly scheduled Board meeting in April, at the same meeting during which election to the Board takes place.

Section 9. Officer Terms.

Each officer shall serve a term of one year beginning in June. No officer may serve in the same office more than three (3) consecutive terms, but there is no limit on the total number of nonconsecutive terms a Director may serve in any one (1) office.

Section 10. Vacancies.

Any vacancy during the year may be filled by a replacement officer who shall serve the remainder of the vacated officer's term. Such vacancies shall require a special election of the Board.

Section 11. Removal.

An officer may be removed by a two-thirds (2/3) majority vote of the Board, at any regularly scheduled or special meeting of the Board, whenever in its judgment the best interests of the BNYS would be served thereby.

Article IV. Committees.

Section 1. Standing Committees.

The BNYS shall establish standing committees as designated by resolution of the Board. Such committees shall be necessary for the function of the BNYS.

There shall be three standing committees of the BNYS. These committees shall include the Executive Committee, the Financial Committee, and the Operations Committee. Standing committees shall continue in operation throughout the fiscal year. All committees shall operate under the instructions of the entire Board. Committee members shall be chosen from among officers and Directors at-large. Committee members shall be individuals who either volunteer or are appointed.

Section 2. The Executive Committee.

The Executive Committee shall be made up of the four officers of the Board. The Executive Committee shall exercise all powers of the Board, except hiring, evaluating, and discharging paid personnel, between meetings to assure proper management of the

affairs of the BNYS. The President shall chair the Executive committee.

Section 3. The Financial Committee.

The Financial Committee shall be made up of the President, the Treasurer, and at least one other Director. The duties shall include trust money management and reporting, preparation of fundraising letters, and grant writing. The Treasurer shall chair the Financial Committee.

Section 4. The Operations Committee.

The Operations Committee shall be made up of the Vice-President and at least two other Directors. The duties shall include providing rehearsal and concert support, including volunteer organization, venue preparation, and reception planning. The Vice-President shall chair the Operations Committee.

Section 5. The Communications Committee.

The Communications Committee shall be made up of the Secretary, the Manager, and at least one other Director. The duties shall include preparation of press releases, scrapbook displays, and marketing materials, as well as website development and maintenance. The Secretary shall chair the Communications Committee.

Section 6. Ad-hoc committees.

The President may create ad-hoc committees at any time. Such committees shall be dissolved when their stated purpose has been accomplished.

Article V. Contractual Employees.

Section 1. Staff.

BNYS may employ contractual personnel as deemed necessary, whose terms and status of employment, duties and responsibilities, and compensation shall be specified in writing by the Board.

Section 2. Personnel Management.

The Board shall be responsible for hiring, supervision, evaluation, and tenure of all paid personnel.

Section 3. Personnel Contracts.

All contractual personnel shall receive contracts annually, prior to July 31. Contracts shall include duties and responsibilities for the year.

Section 4. Failure to Perform.

Should a contractual employee be unable to perform her/his duties, the Board may employ a suitable professional to replace the employee for a portion or the remainder of the contractual period. Provisions regarding such replacement shall be included in the

employee's contract.

Section 5. Voting Privileges.

All paid personnel shall be designated as ex officio non-voting members of the Board. Personnel may serve as ex officio non-voting members on any of the Standing or ad-hoc committees. Their participation in Board discussions may be limited by Executive Session as deemed necessary by the Board.

Article VI. Miscellaneous.

Section 1. Contracts.

The Board shall authorize the President, Vice-President, or Secretary to enter into contracts or to execute and deliver other documents and instruments on the behalf of BNYS. Such authorization shall require approval in the form of a majority vote of the Board.

Section 2. Gifts.

The Board shall authorize all officers and the Conductor to accept on behalf of the BNYS any contribution, gift or bequest.

Section 3. Checks, Drafts, and Orders.

All checks, drafts, loans, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of BNYS shall be signed by such officer or officers or agents of the BNYS, and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits.

All funds of the BNYS shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Section 5. Financial Conduct.

The Board shall preclude individuals of the same immediate family or same household from serving at the same time as officers or agents of the BNYS authorized in the distribution of funds.

Section 6. Policies and Procedures.

All policies and procedures, including those pertaining to finances, investments, office space, supplies, BNYS property, member auditions, music selection, guest soloists, grants or scholarships, workshops, the solo competition, and concert venue selection, shall be reviewed and approved annually by all Directors, and be made available for reference.

Section 7. Conflict of Interest.

Every year the BNYS shall present a Conflict of Interest policy to each Director for

approval and adoption. Conflicts of interests generally require recusal from voting by any Director, or any decision by any Officer, for a decision in which that Board member or Officer has a vested interest in the decision.

Section 8. Complaints.

The BNYS shall develop, adopt, and disclose policies and procedures for handling member and contractual staff complaints, including confidential reporting of inappropriateness within the BNYS financial management.

Article VII. Interpretation.

These bylaws shall be interpreted according to the laws of the State of Illinois.

Article VIII. Part Illegal or Unenforceable.

If any part of these bylaws is found, by a court of competent jurisdiction, to be illegal or unenforceable, such finding shall not render illegal or unenforceable any other part of these bylaws.

Article IX. Amendment of Articles of Code of Bylaws.

Any voting member of the Board may propose changes to these Bylaws by submitting a written proposal of the modifications to be made at the meeting prior to the one during which the discussion and vote for these changes is to take place. Approval of any amendment to, addition to, or repeal of any provision of, or all of these Bylaws shall require a two-thirds (2/3) majority vote of the Board. These Bylaws shall be reviewed annually in September to insure accuracy and Board compliance.

Adopted 3/19/2015