

# BYLAWS

## *Philharmonic Society of Prince George's County, Inc.*

A 501(c)(3) Corporation  
Federal Tax ID # 52-1086858

September 14, 2001

### **Article I: Name**

This organization shall be known as the Philharmonic Society of Prince George's County, Inc. (PSPGC), incorporated under the laws of the state of Maryland. The organization may also be known as the Prince George's Philharmonic Society (PGPS).

### **Article II: Purpose**

The purpose of this corporation is to maintain a symphony orchestra and to provide symphony concerts which shall be of cultural and educational value in and for the community.

### **Article III: Membership**

#### ***Section 1. Members***

Members shall consist of individuals and businesses who contribute annually an amount fixed by the Board of Directors and who meet any other qualifications for membership determined by the Board.

#### ***Section 2. Voting***

Each qualified member shall have one vote at any membership meeting. The vote of business and corporate members shall be cast by a duly authorized representative.

#### ***Section 3. Membership Meetings***

An Annual Meeting of the Membership shall be held during the month of June at a time and place to be set by the Board of Directors. A Special Meeting of the membership may be called by the President, by the Board of Directors, or by the Secretary upon written request of not less than one third of the voting members. A quorum for conduct of business of the PGPS shall

consist of no fewer than twelve members.

#### **Section 4. Notice of Meetings**

At least two weeks written notice of time and place shall be given for Annual and Special Meetings. Notice of the Annual Meeting shall include a report from the Nominating Committee which shall include names of persons recommended as new members of the Board of Directors. At Special Meetings no other business may be transacted than that indicated in the notice of the meeting.

### **Article IV: Board of Directors**

#### **Section 1. Number of Directors and Terms of Office**

There shall be no fewer than nine Directors, in addition to any persons who are Directors *ex-officio*. All Directors except those *ex-officio* shall serve in rotating three-year terms. Any Director may be re-elected for an additional term or terms, but may serve no more than three consecutive terms. Election to the Board will ordinarily take place at the Annual Meeting of Members of the Society; however, the Nominating Committee may also present the name of a prospective Director to the Board at other times of the year. In such a case, the Board may elect the new Director, with formal ratification taking place at the next full meeting of the Society. The Board may also fill vacancies for an unexpired term.

Four representatives of the Prince George's Philharmonic Orchestra who are playing members of the orchestra and are elected by the actively playing membership of the orchestra, shall be members of the Board of Directors at all times. The four representatives shall select one of their number as a liaison between the orchestra and the Board of Directors. At no time shall there be more than four members of the Board of Directors who shall be musicians playing with the Prince George's Philharmonic during their tenure as Directors.

Two representatives of the Prince George's Philharmonic Guild, one of whom shall be the President of the Guild, shall be voting members of the Board of Directors at all times.

#### **Section 2. Resignation and Removal**

The Board of Directors may declare the place of any Director vacant if he/she misses three consecutive regular meetings of the Board without a cause deemed sufficient by the Board. The President shall notify the Director if this decision in writing.

Any Director may resign by giving written notice of his/her resignation to the Board or to the President or Secretary of the Board. Such resignation shall take effect at the time specified in the

notice and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed, with or without cause, by a two-thirds vote of the Directors then serving in office.

### **Section 3. Corporate Responsibilities of the Board**

The Board of Directors shall have and exercise all the usual powers of Directors of a business corporation and the immediate government and direction of the affairs of the Corporation. They shall make all rules and regulations which they deem necessary or proper for the government of the Corporation and for the due and orderly conduct of its affairs and the management of its property, consistent with the Articles of Incorporation and the Bylaws of the Corporation. They may exercise all powers not expressly given to the members.

### **Section 4. Board Meetings**

The Board of Directors shall meet immediately following the Annual Meeting of Members, or no later than June 30, and elect officers for the ensuing year, and thereafter at least once every quarter and at such other times and places as the President or the Board of Directors may direct. At meetings of the Board a quorum shall consist of one-third of the Directors, but never fewer than five. At all meetings of the Board business shall be transacted by a majority vote of all the Directors present. Any action so taken shall be deemed the action of the full Board. At such meetings, voting cannot be by proxy.

No meeting of the Board of Directors shall be open to non-members, with the exception that guests may be invited to attend at the discretion of the presiding officer.

### **Section 5. Financial Considerations**

Directors shall be expected to contribute to the Society a cash amount determined annually by the Board. No Director shall receive compensation for services as a Director.

### **Section 6. Honorary Board of Directors**

Honorary members of the Board of Directors may be nominated by any member of the Board and elected at any of its regular meetings. Honorary members may attend any and all Board of Directors meetings as non-voting members.

### **Section 7. Ex-Officio Members**

The Manager and the Music Director shall be *ex-officio*, non-voting members of the Board of

Directors.

## **Article V: Officers**

### ***Section 1. Election and Terms of Office***

The Officers shall be a President and at least one Vice-President elected by the Directors from their number; a Treasurer, and a Secretary, who may or may not be members. They shall be elected by the Directors for a term of one year extending from July 1<sup>st</sup> to June 30<sup>th</sup>, and shall serve until their successors are duly elected and have qualified. Such election shall be held by the Directors at their first meeting following the Annual Meeting of Members, and shall be based on a slate of nominees provided by the Nominating Committee. At this meeting, nominations may also be made from the floor by any Director, with the consent of the nominee.

Any vacancy during a term shall be filled at the next meeting of the Board by direct election.

Any Officer may be re-elected for an additional term or terms, not to exceed three consecutive terms in the same office.

### ***Section 2. Resignation and Removal***

Any Officer may resign by giving written notice of his/her resignation to the Board or to the President or Secretary. Such resignation shall take effect at the time specified in the notice and the acceptance of such resignation shall not be necessary to make it effective.

Any Officer may be removed, with or without cause, by a two-thirds vote of all the Directors then serving in office.

### ***Section 3. President***

The President shall preside at all meeting of the Board of Directors and of the Executive Committee at which he/she is present. He/she shall perform all duties incidental to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time. The President shall, with the advice and counsel of the Board of Directors, determine committees, set forth their duties, and appoint committee chairmen. The President shall be an *ex-officio* member of all committees except the Nominating Committee.

The President shall submit at each Annual Meeting of the Members of the Society a report of the operations for the year and of the state of the Society's affairs and shall report to the members at

that time all matters of interest to the Society.

#### ***Section 4. Vice President***

The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President shall also generally assist the President and have such other powers and perform such other duties as may from time to time be designated by the President or by the Board.

#### ***Section 5. Secretary***

The Secretary shall keep the minutes of the Board of Directors' meetings and of Executive Committee meetings, and shall make these minutes available to all members of the Board. He/she shall see that all notices are duly given in accordance with these Bylaws and as required by law. The Secretary shall have charge of the books, records, and papers of the Society relating to its organization as a corporation and shall see that all reports, statements and other documents required by law are properly kept or filed, except those that are to be kept or filed by the Treasurer. He/she shall keep a register of the post office address of all Directors, which shall be supplied by each Director. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

At the discretion of the Board, the responsibilities of the Secretary may be divided between a Recording Secretary and a Corresponding Secretary.

#### ***Section 6. Treasurer***

The Treasurer shall have charge and custody of, and be responsible for, all the funds of the Society, and shall be responsible for the keeping of accurate and adequate records of the assets, liabilities, and transactions of the Society. He/she shall deposit, or cause to be deposited, all monies and other valuable effects of the Society in the name of and to the credit of the Society in such banks, trust companies, or other depositories as may be designated from time to time by the Board of Directors. He/she shall disburse, or cause to be disbursed, the funds of the Society based upon proper vouchers for such disbursement.

The Treasurer shall render reports to meetings of the Board of Directors and the Executive Committee and to the members of the Society at the Annual Meeting.

The Treasurer shall be a member of the Finance Committee.

The Treasurer and any other designated individuals responsible for the handling of the funds of the Society shall be bonded.

### ***Section 7. Compensation***

The Directors may determine whether any and what compensation shall be paid to any Officer who is not also a Director, for services rendered.

## **Article VI: Committees**

### ***Section 1. Standing and Ad Hoc Committees***

There shall be four standing committees: the Executive Committee, the Nominating Committee, the Personnel Committee, and the Finance Committee. The President shall establish and appoint such additional committees as may from time to time be necessary to supplement the activities of the Society.

### ***Section 2. Executive Committee***

The Executive Committee shall consist of the Officers of the Board of Directors and the Manager. The Executive Committee shall have and exercise in the intervals between meetings of the Board of Directors, all powers of the Board which may lawfully be delegated in the management of the business and affairs of the corporation, or such lesser powers as the Board of Directors may designate by their majority vote. A quorum of the Executive Committee shall consist of three members. It shall meet at the call of the President/.

The President may request the attendance at an Executive Committee meeting of any other Director whose duties are pertinent to items on the agenda.

All action by the Executive Committee shall be reported to the Board of Directors at its next meeting and shall be subject to approval by the Board.

### ***Section 3. Nominating Committee***

A Nominating Committee consisting of no fewer than three members shall be appointed by the President from the members of the Board of Directors at the first regular meeting of the Board after July 1.

The duties of the Nominating Committee shall be as follows: (A) The Committee shall review regularly the needs of the Corporation in regard to Board membership and shall propose a slate of

nominees for election as Directors at each Annual Meeting of Members of the Society or at any meeting of the Board at which Directors will be elected. (B) The Committee shall also propose a slate of Officers for election at the Board Meeting following the Annual Meeting of Members; this Board Meeting shall be no later than June 30<sup>th</sup>. (C) The Committee also shall nominate Directors and/or Officers to fill vacancies occurring for whatever reason during the year.

#### **Section 4. Personnel Committee**

A Personnel Committee consisting of three members shall be appointed by the President from the members of the Board of Directors. The Personnel Committee shall be responsible for administering personnel policies and procedures. It shall review personnel policies and salaries annually and make recommendations to the Board.

The Committee will meet at least once a year with the Music Director and Manager, prior to the Annual Meeting of the Membership, to review contracts and duties, and will present recommendations to the Board. This Committee will be the liaison between the Board of Directors and these employees. The Committee, together with the Music Director and Manager, shall establish guidelines for personnel policies and salaries of the employees whom they supervise.

#### **Section 5. Finance Committee**

The President shall appoint a Finance Committee, consisting of the Treasurer and two other members of the Board of Directors. The Finance Committee shall work with the Music Director and the Manager in the preparation of an annual budget, shall review the finances of the Society on a regular basis, and shall make recommendations to the Board of Directors.

The Finance Committee shall be responsible for having an audited financial statement prepared at the end of each fiscal year, and at any other time the Board shall request such a statement.

### **Article VII: Staff**

#### **Section 1. Music Director**

The Music Director is hired by and is directly responsible to the Board of Directors. The Music Director shall be responsible for selecting and dismissing orchestra members and for designating the assistant conductor, the concertmaster, and principal players. He/she shall be directly responsible for the general musical direction of the orchestra. The Music Director shall be an *ex-officio*, non-voting member of the Board.

The Music Director may be removed by the Board of Directors for just cause by a majority of the Board eligible to vote. At least thirty days notice shall be given to all Directors notifying them that such action will be taken.

### **Section 2. Manager**

The Board of Directors shall employ a Manager who shall be responsible for the day to day management of the Society and who shall perform all acts and duties as directed by the Board of Directors on behalf of the Society in so far as may be consistent with these Bylaws and to the extent authorized or permitted by law. The Manager shall be responsible for the arrangements for concert performances. He/she shall engage and supervise any volunteer office assistants and any authorized employees. The Manager shall be an *ex-officio*, non-voting member of the Board.

The Manager shall be bonded.

The Manager may be removed by the Board of Directors for just cause by a majority of the Board eligible to vote. At least thirty notice shall be given to all Directors notifying them that such action will be taken.

## **Article VIII: Prince George's Philharmonic Guild**

### **Section 1. Purpose**

A support organization known as the Prince George's Philharmonic Guild shall assist the Board of Directors in such activities as subscription sales, fund raising, promotion, assistance at concerts, and office assistance.

### **Section 2. Membership**

The Guild shall have unlimited membership.

### **Section 3. Organization**

The Guild shall have an independent organizational structure with its own officers, bylaws, and meetings. All matters effecting policy, however, are subject to the approval of the Board of Directors. An independent treasury with funds sufficient for operating expenses may be maintained by the Guild.

### **Section 4. Membership on Board of Directors**

The President of the Guild will serve as an *ex-officio*, voting member of the Board of Directors, along with one other member of the Guild.

### **Article IX: Contracts and Trusts**

The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

The Board of Directors is authorized to establish and supervise trust funds for the benefit of the Society and its related activities.

### **Article X: Fiscal Year**

The fiscal year of the Society shall begin on the first of July and end on the thirtieth of June.

### **Article XI: Amendments**

These Bylaws may be amended at any Annual Membership Meeting or at a Special Meeting of the Members of the Association called for the purpose, but no amendment shall be in order at any meeting unless at least 30 days previous notice of the nature of the proposed amendment shall have been given by mail to all members.