

**BY-LAWS OF THE**  
**CHEYENNE SYMPHONY ORCHESTRA**  
Revised June 2010

**ARTICLE I. ORGANIZATION**

**Section 1 - Name**

The name of the corporation is the Cheyenne Symphony Orchestra, (hereinafter "CSO").

**Section 2 - Purpose**

The general purposes of the CSO, are:

(a) To provide the community with periodic performances by the Symphony Orchestra and, from time to time, by other performing arts groups, under the auspices of the CSO, which are of the highest appropriate quality, broadest appeal, and within the financial means of the CSO; and

(b) To promote general growth, knowledge, and understanding of the performing and musical arts in the community, and to stimulate an appreciation of the joy and fulfillment they bring to life.

**Section 3 - Management**

(a) The general management of the internal affairs of the CSO is under the direction, supervision, and control of the Officers and Board of Directors.

(b) The day-to-day management of the affairs of the CSO is the duty of the Executive Director as set forth in the job description prepared by the Executive Committee and in employment contracts. The oversight of the Symphony Orchestra is the duty of the Music Director as set forth in the job description employment contracts prepared by the Executive Committee. The Executive Director and Music Director will suggest policies and actions to the Board of Directors, and carry out policies and actions approved by the Board of Directors and also perform other duties as assigned to them by the President, the Executive Committee, or the Board of Directors, provided that they are not contrary to their employment contracts.

## **ARTICLE II. OFFICERS**

### **Section 1 - Number**

The officers of the CSO are the President, Vice President/President-elect, Secretary, Treasurer, and other officers as the Board of Directors may determine from time to time. The officers shall serve and hold office, as specified in these bylaws. The past President automatically becomes a member of the Board of Directors during the year immediately succeeding his or her term of office.

### **Section 2 - Term**

The term of office of the officers is one year, from July 1 through June 30. Officers may be elected for a second consecutive one year term.

## **ARTICLE III. OFFICERS / POWERS AND DUTIES**

### **Section 1 - President**

The President is authorized to:

(a) Preside at all meetings of the CSO, the Board of Directors, and of the Executive Committee and to establish the order of business of the Board of Directors; and

(b) Appoint committees as needed, appoint committee members subject to the advice and consent of the Board of Directors and serve as an ex-officio member of all standing committees;

(c) In conjunction with the Finance Committee and the Executive Director insure the preparation of an annual budget, which must be submitted in a timely manner to the full Board of Directors for review and approval; and

(d) In conjunction with the Artistic Development Committee and the Executive Director insure the preparation of programs for concert seasons, which must be submitted in a timely manner to the full Board of Directors for review and approval; and

(e) Submit an annual report at the annual meeting of the Board of Directors and make appropriate recommendations; and

(f) The President may, from time to time and with the advice and consent of the Board of Directors, appoint chairpersons and members of Special and/or Ad-Hoc Committees to research, plan, and implement various issues, which will improve the

financial, operational, or community awareness of the CSO. These committees will prepare reports for the Executive Committee and approval by the Board of Directors.

(g) Perform any and all other functions as may be necessary to carry out the purposes of the CSO, at all times consistent with the Articles of Incorporation, these bylaws and the laws of the State of Wyoming.

## **Section 2 - Vice President/President-Elect**

The Vice President/President-Elect of the CSO is authorized to:

(a) Preside at meetings of the CSO, the Board of Directors and Executive Committee, and/or perform the duties and exercise the powers of the President in the absence or disability of the President; and

(b) Succeed to the office of President.

(c) Perform other functions and duties which are delegated by the President, the Executive Committee or Board of Directors.

## **Section 3 - Secretary**

The Secretary is authorized to:

(a) Serve as Secretary of the CSO, attend all Board of Directors and Executive Committee meetings, direct the taking of the minutes of such meetings, and deliver or cause to be delivered copies of all such minutes to each Director as soon as practicable after the date of the meeting covered by such minutes; and

(b) Direct the retention and maintenance of the official records of the corporation and to certify copies of those records as required.

(c) Perform other functions and duties, which are delegated by the President, Executive Committee, or the Board of Directors.

## **Section 4 -Treasurer**

The Treasurer is authorized to exercise the following powers and duties:

(a) Be a member and Chair person of the Finance Committee of the Board of Directors and an Ex-Officio member of the Board of Trustees of the Cheyenne Symphony Foundation as allowed by Cheyenne Symphony Foundation Bylaws; and

(b) Perform other duties and functions which may be delegated by the President, Executive Committee or Board of Directors.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section 1 - Board Composition**

(a) The Board of Directors will be comprised of no fewer than fifteen and no more than twenty-one voting members.

(b) A Board Member may be asked by the President to resign, if the Member;

- i) Does not attend Board of Directors or committee meetings regularly,
- ii) Fails to contribute time or effort generally to Board matters or to the activities of no less than one (1) committee to which he or she is assigned,
- iii) Is not a season ticket holder or,
- iv) Engages in other activity deemed detrimental to the CSO by the Executive Committee. If the Voting Member refuses to resign, he or she can be removed from the Board of Directors by a two-thirds majority vote of the Board members.

(c) Each member of the Board of Directors will serve a term of three (3) years and is eligible for re-election as a Voting Member to one additional term (Subject to Article II Section 1). Following the second successive term, a Voting Member may not be reelected until an interval of one year has passed, unless an additional term is approved by a two-thirds majority vote of the other Board members.

(d) Ex-officio members of the Board of Directors shall include:

- i) One (1) Symphony Orchestra Representative
- ii) The President of the Cheyenne Symphony Foundation Board
- iii) A Non-Board representative of the Friends of the Symphony Organization.

## **ARTICLE V. BOARD OF DIRECTORS / POWERS AND DUTIES**

### **Section 1 - Management**

The Board of Directors will conduct and manage the business and property of the CSO in all aspects of the CSO's overall fiscal and operational health. The primary goal of the Board's trusteeship shall be to assure the continued financial viability of the CSO as a primary cultural institution in the community.

## **Section 2 - Authority**

The Board of Directors is authorized to:

- (a) Raise the necessary funds to carry out the objectives of the CSO; and
- (b) Employ and provide for compensation of an Executive Director and Music Director, and other personnel as the Board of Directors may find necessary; and
- (c) Oversee management and control of the music, musical instruments, and other assets owned or used by the CSO; and
- (d) Review and approve the plans developed by the Executive Director, other staff, and the various Standing Committees relating to maintaining current and securing new Season and Sustaining donors and season ticket holders for the CSO, CSO fund-raising campaigns and corporate and government grants; and
- (e) Review and adopt the annual budget, which is submitted by the Finance Committee, as well as necessary revisions to the financial plan throughout the course of the fiscal year; and
- (f) Review and adopt the musical program as prepared by the Music Director in consultation with the Artistic Advisory Committee; and
- (g) Have the books of accounts of the receipts and expenditures of the CSO audited or reviewed as determined annually by the Board of Directors.
- (h) Act as necessary to carry out the purposes of the CSO, at all times consistent with the Laws of the State of Wyoming, the Articles of Incorporation, and the By-Laws of this Corporation.

## **ARTICLE VI. ELECTIONS**

### **Section 1 - Board of Directors**

The officers and members of the Board of Directors will be elected from a single slate prepared by the Executive Committee. The slate will be presented to the Board of Directors at the May meeting and will be voted on at the June meeting. The privilege of nominating from the floor is allowed provided consent of the nominee has been secured.

### **Section 2 - Voting and Quorum**

Each elected Voting Member of the Board of Directors is entitled to one (1) vote at every meeting of the Board of Directors, to be exercised in person or by a signed proxy addressed to specific questions to be decided upon at that meeting, or via electronic methods of communication as used to address specific questions to be decided upon at that meeting. All electronic votes shall be ratified at the next regular Board of Directors meeting. Fifty one percent of the elected Voting Members of the Board of Directors constitutes a quorum at all meetings of the Board of Directors.

### **Section 3 - Vacancies**

(a) President: If a vacancy occurs in the office of the President, it will be filled by the Vice President/President-elect for the unexpired term or until a new President is duly elected and qualified to complete the term.

(b) Other Officers: If a vacancy occurs in any other office on the Board of Directors, the unexpired term will be filled by a member of the Board selected by the President, in consultation with the Executive Committee, and with the approval of the Board of Directors.

(c) Board of Directors: The Board of Directors may at its discretion fill any vacant Board of Director seats, such members, to serve until the next annual meeting.

## **ARTICLE VII. MEETINGS**

### **Section 1 - Annual Meeting**

(a) The annual meeting of the Board of Directors will be held in June of each year. This meeting will be a joint meeting of retiring and newly elected Board members. The installation of new officers and Board members will take place at this time.

(b) The Board of Directors will hold regular monthly meetings, except in July, which shall be called by the President at a time and place convenient to the Board of Directors.

(c) Special meetings of the Board of Directors may be called at any time by the President or upon the request of any two Directors. If the President neglects or refuses to call a Special Meeting at the Directors' request, the requesting Directors may call such a meeting.

(d) The Executive Director shall notify each member of the Board of Directors of the time, place, and purpose of all meetings of the Board of Directors.

## **ARTICLE VIII. STANDING COMMITTEES**

### **Section 1 - Executive Committee**

The President, as Chair, the Vice President/President-elect, Secretary, Treasurer, and up to two other Directors (as MAY be appointed by the President) constitute the Executive Committee. The Executive Committee may make recommendations to the Board of Directors with respect to policies to be adopted and action to be taken by the Board. Fifty one percent of the committee members constitute a quorum. All minutes of the Committee will be recorded and reported in writing promptly to the members of the Board of Directors. The committee has the following responsibilities:

(a) Perform the duties of the Board of Directors in the intervals between Board meetings. All official actions of the Executive Committee shall be ratified at the next regular meeting of the Board of Directors. The Executive Committee is responsible for communicating with the Board of Directors and implementing Board policies relating to management.

(b) The Executive Committee shall prepare a slate of nominees for Board of Directors membership and officers. The Executive Committee shall submit the nomination list(s) to the Board of Directors in accordance with these bylaws. The Secretary, the Executive Committee collectively, or an appointed member of the Committee, shall act to explain the responsibilities of the Board membership to each prospective officer or Board member and elicit his or her agreement to assume their responsibilities;

(c) The Executive Committee shall direct the long-range planning efforts of the CSO.

(d) Develop and implement a consistent strategic plan that merges the Artistic Development and financial goals of the organization; and

(e) Periodically review and recommend to the Board of Directors necessary revisions to the Bylaws and Personnel Policies of the CSO; and

(f) Review and recommend to the Board of Directors necessary revisions to all employee and guest artist contracts; and

(g) Advise the President and the Executive Director in legal matters involving the CSO; and

(h) Plan and host the annual Board of Directors Retreat.

## **Section 2 - Finance Committee**

The President will appoint a Finance Committee for the governance of the financial affairs of the CSO, consisting of the Treasurer as Chairperson, and no less than three Voting Members of the Board of Directors, and as many other persons as the Chairman invites (with Board President approval). The Finance Committee is authorized to:

(a) Monitor the financial operations of the CSO and report to the board of Directors concerning them; monitor the keeping of full and accurate accounts of CSO's assets, liabilities, receipts and expenditures in records belonging to the CSO, which shall be available at all reasonable times for review or audit; direct the preparation and distribution of a written financial report at each regular meeting, and whenever else it may be required; and, by the September meeting of the Board of Directors, make a full report for the preceding year; to the Board of Directors; and

(b) Advise the Board of Directors concerning annual ticket-holder campaigns and fund-raising plans of all kinds, revenue projections, and fiscal and operational requirements developed by other committees of the Board of Directors or the Executive Director; and



(c) Advise the Executive Director concerning the development of the annual CSO budget and recommend the budget to the Board of Directors for approval; and

(d) Monitor CSO investments and advise the Board of Directors concerning them.

### Section 3 – Development Committee

All voting and non-voting members of the Board of Directors shall be members of the Development Committee, the primary function of which shall be the acquisition of financial support for the organizations activities. The President shall appoint the Chair of the Development Committee and the Chairs of the subcommittees described below and shall designate members of the Board to serve on the subcommittees. Each subcommittee chair may appoint individuals to their subcommittee that are not members of the Board of Directors, but who have demonstrated the desire and willingness to assist and support the work of the CSO and its Board of Directors and management. The Development Committee shall be authorized to:

(a) Work closely with the Executive Director, the Music Director, and the Finance Committee to plan and execute financial support efforts.

(b) Review, evaluate, develop and execute appropriate strategies and activities to provide excellent stewardship of existing financial supporters.

(c) Obtain the active participation of all board members in financial support efforts, both as donors and fund raising advocates for the organization.

(d) Function through subcommittees to accomplish its objectives, as follows:

i) Financial Support Subcommittee. The primary activities of this subcommittee shall be direct efforts to obtain financial support from specific sponsors, advertisers, business partners, donors, grant-makers, and in-kind providers to fund the annual budget of the CSO and to accumulate appropriate reserves. Such efforts shall be coordinated with the activities of the Executive Director and Music Director. This subcommittee shall be chaired by the Development Committee chair.

ii) Events Subcommittee. The primary activities of this subcommittee shall be direct responsibility for the planning, execution and evaluation of all CSO fund-raising events, including, but not limited to, the Symphony Ball.

iii) Marketing Subcommittee. The primary activities of this subcommittee shall be assisting the Executive Director with the marketing activities of the CSO, with special emphasis on the revenue generating capabilities of such efforts.

iv) Education Subcommittee. The primary activities of this subcommittee shall be assisting the Executive Director and the Music Director with the planning, execution and evaluation of all CSO outreach and education efforts, with special emphasis on the potential current and future revenue generating possibilities of such efforts.

v) Ad hoc subcommittees. The President may, from time to time, appoint one or more ad hoc subcommittees for specific purposes, but the duration of each such appointment shall be only one year, subject to reappointment by the President in the following year. The chair of any ad hoc subcommittee shall be a member of the Board, appointed by the President.

e) The Chairman of the Development Committee shall coordinate the activities of the subcommittees through regular communication with the chairs of the subcommittees, and shall report on such activities to the Executive Committee and the Board of Directors as requested by the President.

#### **Section 4 - Artistic Advisory Committee**

The President shall appoint a member of the Board of Directors to chair the Artistic Advisory Committee, which shall consist of not less than three Board members, the Music Director/Conductor and as many other persons as the Chairman (with Board President approval) invites to serve on the committee. The Artistic Advisory Committee is authorized to:

(a) Solicit input and set the artistic plan for all musical programming for the organization, including but not limited to all Symphony Orchestra performances, youth concerts and Hausmusik series; and

(b) Plan each concert season in conjunction with the Music Director/Conductor and present a plan for the concert season to the Board of Directors for approval. The Committee will work closely with the Marketing/Education Committee in developing and implementing the plan for the concert season.

#### **ARTICLE IX FRIENDS OF THE SYMPHONY ORGANIZATION**

The Board of Directors recognizes the significant role that the Friends of the Symphony Organization plays in the success of the CSO. Further, the Board desires that

the Friends of the Symphony Organization should be a large and semiautonomous committee of volunteers who should collectively determine the organizational structure of the Friends of the Symphony Organization, with the approval of and within the guidelines and goals established by, the Board of Directors of the CSO. The Friends of the Symphony Organization membership may elect, all officers of the organization, and organization coordinators as may be desired from time to time. The Friends of the Symphony Organization is authorized to:

(a) Recruit and establish a membership pool of volunteers who are interested in the CSO; and

(b) Assist the Board of Directors and Executive Director with concert production, publicity, transportation, office help, education and financial support activities and

(c) Organize social events for the benefit and enjoyment of the committee members; and

(d) Organize and execute its own financial support activities in coordination with the Executive Director and the Music Director, to provide significant financial support for the CSO, and

(e) Support the work of the other standing committees of the CSO.

(f) The CSO President may appoint a member of the CSO Board to be a liaison with the Friends of the Symphony Organization.

## **ARTICLE X. AMENDMENTS**

These By-laws may be amended, altered, modified, or added to by a vote of a two-thirds majority of the Board of Directors, provided that the proposed changes are read at least one meeting prior to the meeting at which a vote is to be taken, and that notice of the proposed changes are given by the Secretary in the notice of the meeting of the Board of Directors at which a vote is to be taken.

## **ARTICLE XI. PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order, Revised*, governs the meetings of the CSO, subject to these By-Laws and any special rules which may be adopted.

## **ARTICLE XII. FISCAL YEAR**

The fiscal year of the CSO will be July 1 to June 30.

## **ARTICLE XIII. APPROVAL**

These By-Laws, after approval by the Board of Directors, will become effective immediately.