

BYLAWS OF THE WILLMAR AREA SYMPHONIC ORCHESTRA, INCORPORATED

Article I: Name

The name of this organization shall be: Willmar Area Symphonic Orchestra, Incorporated ("Orchestra").

Article II: Purpose

The purpose of the Willmar Area Symphonic Orchestra is to serve the musical needs and interests of the West Central Minnesota area by providing qualified musicians with the opportunity to play orchestra music with a fine musical organization. It is also to offer public concerts of orchestral music for the entertainment and edification of the audience. The orchestra will present public concerts at such times and places as are appropriate, with the aim of reaching the largest possible audience. It also has among its purposes to recruit players and other musicians with the aim of providing outstanding musical performance, to encourage and disseminate the appreciation and knowledge of orchestral music in the community, to plan for the present and future development and appreciation of the Orchestra, and to advertise, disseminate and promote the awareness and reputation of fine music in the immediate community and the broader area the Orchestra serves.

Article III: Membership

Section A. Membership in the organization shall consist of the following:

1. Performing Members: Performing members are those selected and recommended by the Music Director and approved by the Board of Directors for regular rehearsal and performance.
2. Supporting members: Supporting members are those persons, families, businesses, institutions, and other entities who contribute at least five dollars annually to the Orchestra, not including the purchase of concert tickets.

Section B. Each playing member and each Board member shall have one vote at the annual and special meetings of the membership of the Orchestra.

ARTICLE IV: BOARD OF DIRECTORS

Section A: The Board of Directors ("Board") shall be composed of not fewer than three nor more than 15 members of the Willmar Area Symphonic Orchestra, at least one of whom shall be a playing member. The number of members of the Board shall be determined and may be changed by a majority vote of the members of the Willmar Area Symphonic Orchestra present and voting at a regular or special meeting of the members, provided that no reduction of the

number of members of the Board shall take effect so as to shorten the then current term of any then serving member of the Board.

Section B: Directors shall be elected by a majority vote of the members of the Board of Directors who are present and voting.

Section C: Each Director of the Board of Directors ("Director") shall have one vote when voting on a matter before the Board.

Section D:

1. The term of each Director shall be for three years. There is no limitation on the number of terms a Director may serve.
2. Board members are expected to attend all regular and special meetings of the Board. If any Director fails to attend at least one-half of the meetings of the Board of Directors without a valid reason for absence, the Board may remove that Director from the Board by a majority vote of all the remaining Board members.

Section E: The Music Director of the Orchestra shall be a nonvoting member of the Board of Directors and shall be subject to removal by the Board for misconduct or as defined in the employment agreement. Any proposed removal of the Music Director must be approved by the Board at a regular or special meeting by a 2/3 vote of the entire Board.

Section F: The Duties of the Board of Directors shall be:

1. To elect the officers of the Board of Directors.
2. To select the services of a Music Director.
3. To generate revenues, authorize and disburse funds for the operation of the orchestra, to authorize, acquire, disburse and maintain property reasonably necessary for the operations of the Orchestra, to recruit players and other musicians, to hire and discharge, as necessary, any persons or organizations required for the proper functioning of the Orchestra, to encourage the appreciation and knowledge of orchestral music in the community, to plan for the present and future mission and development of the Orchestra, and to advertise, disseminate, and promote the awareness and reputation of the Orchestra in the community.
4. To perform all administrative functions necessary and proper for the promotion and continuation of the Orchestra and the Willmar Area Symphonic Orchestra Organization.

Section G: A schedule of regular Board of Directors meetings shall be established at the Annual Meeting, and will include the dates, times, and places of those meetings. The times and places of such meetings may be changed from time to time and shall be announced by the President or the Presidents' designee. Special meetings may be called by the President, the Musical Director, upon a petition of three members of the Board, or upon agreement of the Board members.

ARTICLE V: OFFICERS

Section A: The officers of the Board of Directors shall consist of a Chair Person, a Secretary, a Treasurer, and a Past Chairperson, if any. The offices of Secretary and Treasurer may be combined by majority vote of the Board.

Section B: The Board of Directors shall elect its own officers from among the membership of the Board. Each officer shall serve for a term of one year, with no limit to the number of terms an officer may serve. Each officer shall hold office until his or her successor is elected, unless that officer is no longer a member of the Board.

Section C: In all matters requiring a vote by the Board, the Chair Person shall vote only in case of a tie.

Section D: The Duties of the Officers of the Board are as follows:

Chair Person: The Chair Person shall preside at all meetings of the Board and at all special and annual meetings of the membership of the Orchestra. The Chair Person shall be empowered to sign contracts entered into by the Orchestra at the instruction of the Board of Directors. The Chair Person's signature shall be affixed for and on behalf of the Orchestra. The Chair Person shall be responsible for all administrative functions not otherwise delegated.

Secretary: The Secretary shall keep and maintain the minutes of all meetings of the Board of Directors and of the membership of the orchestra. The Secretary shall be responsible for all correspondence, e-mails, social media, and other contact with any person or organization.

Treasurer: The Treasurer shall have custody of any and all funds of the Orchestra. The Treasurer shall report the financial condition of the Orchestra to the Board of Directors at its regular meetings and at such other times as may be directed by the Chair Person. The Treasurer shall keep an accurate account of all sums received and all sums expended. The Treasurer shall deposit all funds of the Orchestra in a bank or other financial institution and pay funds from such depository upon instructions of the Board.

Past Chair Person: The Past Chair Person shall remain a voting member of the Board for the year immediately following the completion of his or her term of office as Chair Person, unless reelected to the Chair. The term of the Past Chair Person shall be extended at the end of his or her term of office unless the Board declines to extend it or unless the retention would result in the service of more than one Past Chair Person on the Board. The Past Chair Person shall assume the duties of the Chair Person in the latter's absence or disability.

Section E: If the office of Chair Person, Secretary, or Treasurer becomes vacant, the vacancy shall be filled by the Board of Directors by election from the remaining members of the Board at its next regular or special meeting.

Section F: The officers of the Board of Directors shall constitute the Executive Committee of the Board and shall be empowered by the Board to act on its behalf when the entire Board is otherwise unable to act.

ARTICLE VI: Committees and Professional Staff

Section A: The following standing committees of the Board shall be:

1. Finance
2. Event Production and Promotion
3. Fund Raising and Board Development

Section B: The Chair Person shall annually elect a Chair Person to head each standing committee and shall appoint board members to serve on each committee under his or her direction.

Section C: Standing Committees shall meet separately from the meetings of the Board, and shall meet at times and places designated by the Chair Person of that committee.

Section D: The standing committees shall have the following purposes or projects, as assigned by the Chair Person of the Board:

1. Finance Committee:
 - A. Preparation of Financial & Budget reports, monthly reports, annual reports
 - B. Legal affairs

- C. Advertising and Public Relations

- D. Property Acquisition

2. Event Production Committee:

- A. Short and long term event planning

- B. Acquisition of Artistic Talent

- C. Accessibility compliance.

- D. Acquisition of event personnel - ushers, ticket sales, lighting, stage preparation, etc.

- E. Site selection and transportation.

- F. Sales of tickets, program preparation, and advertisements.

3. Fund Raising and Board Development

- A. Administrative management

- B. Governmental affairs

- C. Fund raising and grants

- D. Board training and orientation

- E. Property acquisition

- F. Historical record keeping and display

- G. Coalition Building

- H. Nominations to the Board

Section D: The Board may contract for paid professional support. The duties of the professionals hired or retained shall be outlined in contracts or agreements executed between the Orchestra and such professionals. The Board of Directors shall approve all such contracts.

ARTICLE VII: Meetings

Section A: An annual meeting of the members of the Willmar Area Symphonic Orchestra, Incorporated, shall be held at a date chosen at the discretion of the Board, upon a seven-day notice to the membership.

Section B: Special meetings of the membership may be called by the Board or on petition of at least ten members of the Orchestra. At least seven-days published notice shall be given to the membership of the time and place of such a special meeting.

Section C: For all regularly scheduled meetings of the Board of Directors, the Directors present shall constitute a quorum. For special meetings of the Board of Directors, at least 50% of the members of the Board of Directors must be present to constitute a quorum.

ARTICLE VIII: Prohibition of Dividends

Section A. No part of the net earnings of the Willmar Area Symphonic Orchestra, Incorporated ("corporation" for purposes of this article), shall inure to the pecuniary benefit of, or be distributable as, dividends or in any other manner, to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Certificate of Incorporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such an organization or entities organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future statute as the Board shall determine. Any such assets not disposed of shall be disposed of by order of the District Court of Kandiyohi County, exclusively for such purposes and organizations or entities as that Court may determine.

ARTICLE IX: Fiscal Year

Section A: The fiscal year of the Orchestra shall be determined by resolution of the Board of Directors.

ARTICLE X: Execution of corporate instruments

Section A: All checks, drafts, or other orders for the payment of money, and all notes or other documents of indebtedness issued in the name of the Willmar Area Symphonic Orchestra, Incorporated, shall be signed by such officer or

officers, or agent or agents of the said Orchestra, in such manner as shall be determined from time to time by resolution of the Board.

ARTICLE XI: Notice and Waiver of Notice

Section A: Whenever any notice is required by these Bylaws to be given, notice shall be deemed sufficient if given by deposit in the United States mail, postage prepaid, addressed to the person to whom the notice is directed, at such address as appeared on the records of the Orchestra or, if not on such records, at such place or address as may be ascertained by diligent inquiry. Such notice shall be deemed to have been given on the day of mailing. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by statute.

Section B: Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the Willmar Area Symphonic Orchestra, Incorporated, or these Bylaws, a waiver of such notice in writing, signed by the person or persons entitled to such notice, shall be deemed to be proper notice for all purposes.

ARTICLE XII: Amendments

Section A: The Bylaws may be amended, altered, and or repealed at any annual or special meeting of the voting members of the Willmar Area Symphonic Orchestra, Incorporated, by a vote of a majority of the members present and voting. Notice of any attempt to amend, alter, or repeal any of these Bylaws shall be submitted to the membership and the Board along with the proposed changes at least ten days prior to such meeting. Changes may be distributed electronically.

Amended: September 10, 2024