

# THE MISSOURI SYMPHONY

Post Office Box 841 Columbia, MO 65205-0841  
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## BYLAWS

of the

## THE MISSOURI SYMPHONY

Revised, Approved, and Adopted on April 16, 2018

### ARTICLE I

#### Name, Purpose, Offices, and Registered Agent

**Section 1.** The name of the organization shall be Missouri Symphony Society, abbreviated herein as MOSS.

**Section 2.** The organization is dedicated to enhancing and increasing the cultural awareness of classical music in the mid-Missouri community by presenting high caliber performances by professional musicians, encouraging and educating young performing artists, and preserving and utilizing the Missouri Theatre as a performing arts center.

**Section 3.** The principal office of the corporation in the State of Missouri shall be located in Columbia, Boone County, Missouri. The registered office of the corporation required by the General Not-for-Profit Corporation Act of Missouri to be maintained in the State of Missouri may be, but need not be identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors, abbreviated herein as Board.

**Subsection a.** The registered agent for MOSS shall be Sarah E. Giboney, 111 South Ninth Street, Suite 200, P.O. Box 918, Columbia, Missouri, 65205-0918

**Section 4.** For the purposes of the organization, the fiscal year, membership year, and the Women's Symphony League membership year shall be measured by the calendar year.

## ARTICLE II

### Members

**Section 1.** Members are those persons, organizations, or corporations, who support the purposes of MOSS as stated in the bylaws, who adhere to the rules and responsibilities of membership, and who pay annual membership dues for MOSS's fiscal year as set by the Board. Only members are eligible to serve as Directors of, officers for, or on committees associated with MOSS.

**Section 2.** Each member shall have one vote at any membership meeting held during or for the fiscal year for which such payment was made. Voting shall be by voice vote, roll call, show of hands, or secret ballot. Proxy voting shall not be allowed.

**Subsection a.** An organization or a corporate member (one who joined at the corporate level) shall have one vote to be cast by a duly authorized representative.

**Subsection b.** Couples who join at any level higher than the lowest level shall be entitled to one vote per person.

**Section 3.** An annual meeting of members shall be held at the beginning of the fiscal year and at a specific time and place to be set by the Board.

**Subsection a.** Written or electronic notice stating the place, day, and hour of the annual meeting of members shall be sent to each member entitled to vote at such meeting, not less than five (5) nor more than forty (40) days before the date of the meeting.

**Section 4.** A special meeting of members is any meeting that is not the annual meeting as set forth above in Article II Section 3.

**Subsection a.** Special meetings of members may be called by the President; by order of the Board; or by the Secretary of the Board upon written request of not less than fifty one percent (51%) of members. Ten percent (10%) of the full membership, present in person, shall constitute a quorum at any membership meeting.

**Subsection b.** In case of a special meeting, the purpose or purposes for which such meeting is called, in addition to the place, day, and hour of the meeting, shall be sent to each member entitled to vote at such meeting by written or electronic notice, not less than five (5) nor more than forty (40) days before the date of the meeting.

**Subsection c.** If mailed, such notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member's address as it appears on the records of the corporation with postage thereon pre-paid. If emailed, such notice shall be deemed to be delivered when sent unless the sender receives a notice that the message has not been delivered or is deemed undeliverable.

**Subsection d.** At special meetings, no business may be transacted other than that indicated in the notice of meeting.

## ARTICLE III

### Board of Directors

**Section 1.** The Board of Directors, abbreviated herein as Board, shall be comprised of not more than sixteen (16) Directors. At least eight (8) of these Directors shall be elected by the membership, one (1) shall be elected by the Women's Symphony League, one (1) shall be the Vianello Founder's Chair, one (1) shall be elected by the Missouri Symphony Conservatory, and the remaining may be elected by the Directors.

**Subsection a.** Directors shall serve for a term of three years, but in such manner that one-third (1/3) of the full number shall be elected each year. Any Director shall only serve two (2) consecutive terms. Any Director filling an unexpired term may be eligible for nomination to serve two (2) additional three (3) year terms. After a twelve (12) month period off the Board, a former Director may once again be eligible for nomination or appointment. Vacancies for an unexpired term shall be filled by the Directors at their next regular meeting and until the candidate may stand for election at the next annual meeting of the members.

**Subsection b.** The Vianello Founder's Chair is exempt from term limits. The Women's Symphony League member shall serve based on the terms of that person's election by the Women's Symphony League.

**Subsection c.** The Secretary, or another person designated by the Board, shall keep a permanent record of elections to the Board and other offices, indicating both the date of election and the date of termination of each person's term.

**Subsection d.** Nominations of individuals to serve as Directors to the Board and the nomination of all officers shall be submitted through the Nominating Committee as specified in Article V, Section I.

**Section 2.** Board members filling designated chairs shall be voting members.

**Subsection a.** Of the fifteen (15) Directors, one shall be designated as the Vianello Founder's Chair. This Director shall be determined by the Trustees of the Vianello Endowment Trust for the Performing Arts of the Missouri Symphony Society. If a designation cannot be made, then the position shall remain vacant until such time as one is made.

**Subsection b.** Of the fifteen (15) Directors, one shall be the Chair of the Women's Symphony League. This member shall be elected by the members of the Women's Symphony League yearly and shall attend the next regular Board meeting after said election.

**Section 3.** The Board shall have and exercise all the usual powers of Directors of a not for profit organization under Missouri Law in the immediate government and direction of the affairs of the organization. They shall make all rules and regulations which they deem necessary

or proper for the government of the organization, and for the due and orderly conduct of its affairs and the management of its property, not inconsistent with the bylaws of the organization. They may exercise all powers not expressly given to the members. The officers and Directors shall recognize their fiduciary duty to members and contributors.

**Section 4.** The Board shall have the power to appoint such employees or agents, as may be necessary in their judgment for the conduct of the business of the corporation, and designate their titles, duties, and compensation, if any.

**Section 5.** At the meeting of the Board preceding the annual meeting of members, the Directors shall elect officers for the ensuing year, and shall meet thereafter at least once each quarter and at such other times and places as the Board or the President may direct.

**Subsection a.** At all meetings of the Board, a quorum for the transaction of business shall consist of no less than one half plus one ( $1/2 + 1$ ) of the Directors. At all meetings of the Board business shall be transacted by a majority vote of all Directors present, and any action so taken shall be deemed the action of the full Board. At such meetings, voting cannot be by proxy. Voting shall be by voice vote, roll call, show of hands, electronic voting, or written secret ballot if a secret ballot vote is specifically called for by a Director.

**Subsection b.** Participation in meetings of the Board may be by means of conference telephone, video, or similar communications equipment and shall constitute presence in person at the meeting. All Directors participating in the meeting must be able to hear each other and be advised of the use of such equipment. A Director appearing at a meeting via any of these mediums shall be allowed to vote. It is permissible for all Directors to appear at a meeting of the Board by means of conference telephone, video or similar communications equipment.

**Subsection c.** The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the organization in all cases to which they are applicable and not inconsistent with the bylaws of the organization.

**Section 6.** To the fullest extent of the laws of the State of Missouri, the organization shall indemnify and hold harmless each officer and Director of the organization against any and all claims, liabilities, and expenses actually and reasonably incurred and arising from any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to which any officer and Director shall have become subject to by reason of having held a position as officer and Director within the organization, or having allegedly taken or omitted to take any action in connection with any such position. To that end, the organization shall continuously maintain insurance for officers and Directors.

**Subsection a.** Section 6 shall not apply to any breach of an officer and Director's duty of loyalty to the organization; any act or omission not in good faith or which involves intentional misconduct; where said officer and Director had reasonable cause to believe the conduct was unlawful; or regarding any transaction which such officer and Director derived any improper personal benefit.

**Section 7.** A Director may be removed when sufficient cause exists for such removal. In the event any Director misses three consecutive meetings without a cause deemed sufficient by the Board, then the Board may move to vacate said Director's position. The Board may fill

the vacancy of said Director via the Nominating Committee as set forth in Article V, Section I. A Director may be removed by majority vote of the Board for cause. Examples may include but are not limited to the following: failure to pay dues, committing illegal acts, and failure to exercise due diligence for fiduciary oversight.

## **ARTICLE IV**

### **Officers**

**Section 1.** The officers shall be a President, a Past President, a President Elect, a Secretary, and a Treasurer, elected by the Directors from their number.

**Subsection a.** All officers shall be elected by the Directors for a term of one year and until their successors are duly elected and have qualified. Such elections shall be held by the Directors at the meeting of the Board preceding the annual meeting of members.

**Subsection b.** Any vacancy in offices during a term shall be filled at the next meeting of the Board. The Nominating Committee shall put forth nominations for election by the Board as set forth in Article V, Section I.

**Subsection c.** Any officer may be elected for an additional term or terms, with the exception of the President, who can serve only two (2) consecutive one-year terms.

**Section 2.** Duties of the officers shall be such as set forth in this Article Section 3 and as assigned to them by the Directors.

**Section 3.** The required duties of officers shall include but are not necessarily limited to the following:

**Subsection a.** The President shall exercise general supervision and direction of the affairs of the organization, subject to the control of the Board; shall preside at all meetings of the organization; shall present an annual report to the Board and the membership; shall preside at all meetings of the Board; shall be responsible for requiring the Board to meet regularly and function properly; shall enforce the bylaws; shall appoint all committees; and shall be an authorized signatory on behalf of the organization.

**Subsection b.** The immediate Past President shall be responsible for providing historical context; shall serve on the Nominating Committee; and shall support and advise the President and Executive Committee as needed during the transition of officers.

**Subsection c.** The President Elect shall, in the event of the absence or inability of the President to exercise the duties of the office of President, become Pro-Tern President of the organization with all the rights, privileges, and powers of the office as if the President Elect has been duly elected as President; and shall preside at all meetings in the temporary absence of the President. The President Elect shall serve as Pro-Tern until such time as the Nominating Committee can bring forth a new candidate(s) for the office of President.

**Subsection d.** The Secretary shall be responsible for conducting the general correspondence relating to the business of the organization other than financial; shall attend all

meetings of the organization and Board; shall maintain complete minutes of all meetings of the organization and Board, and ensure that said minutes are distributed to the Directors after each meeting; shall ensure that special meeting notices are distributed to the Directors and membership as necessary; shall be responsible for keeping an updated contact list of all Directors; shall keep a permanent record of elections to the Board and other offices indicating both the date of election and the date of termination of each person's term; shall be an authorized signatory on behalf of the organization; and shall turn over all records to the Secretary's successor at the change of terms.

**Subsection e.** The Treasurer shall have charge of all monies, bank accounts, and valuable properties of the organization; shall maintain a general bank account or accounts in the name of the organization as approved by the Board; shall ensure that all funds collected are deposited in such bank account or accounts; shall make disbursements as approved by the Board; shall maintain a complete record of receipts and disbursements on all accounts; shall submit financial reports at regular meetings of the Board for review and approval; shall submit an annual report for all monies, bank accounts, and properties; shall work with any in-house or contracted CPAs or auditors to facilitate an annual audit or audits of the organization; shall be responsible for keeping a updated list of paid memberships with contact information; shall be an authorized signatory on behalf of the organization; and shall turn over all records to the Treasurer's successor at the change of terms.

## ARTICLE V

### Committees

**Section 1.** The Executive Committee shall be a standing committee and shall consist of the President, immediate Past President, President Elect, Secretary and Treasurer.

**Subsection a.** The Executive Committee shall have and exercise, in the intervals between the meetings of the Board, all the powers of the Board which may lawfully be delegated in the management of the affairs of the organization or such lesser powers as may, in said vote of the Directors or from time to time by vote of the Directors, be specified. Three (3) members of the Executive Committee shall constitute a quorum.

**Subsection b.** The Secretary of the corporation, or in that person's absence a Secretary Pro-Tern chosen by the Executive Committee, shall keep a true record of all its proceedings, which record shall always be open to the inspection of any Director, and at each meeting of the Board such record of the meetings of the Executive Committee for the period since the last prior meeting of the Board shall be presented.

**Section 2.** The Nominating Committee shall be a standing committee whose chair shall be appointed by the President with members elected by the Board from their own number and shall include a member of the organization who is not a Director.

**Subsection a.** The Nominating Committee shall present a slate consisting of at least one candidate for President, President Elect, Secretary, and Treasurer, each candidate to be duly qualified under said section and agreeable to serving. This slate shall be presented at the January meeting of the Board and voted on by the full Board.

**Subsection b.** The Nominating Committee shall present candidates to serve on the Board for approval by the Directors and, when applicable Under Article III Section I , for approval by the members. Candidates shall be presented at a regular meeting of the Board, shall then be discussed by the Board, and voted on individually. Candidates to be voted on by the members shall be presented for approval at the annual meeting of members held at the beginning of the fiscal year and approved in the same manner by a vote of the members. All candidates shall be elected by majority vote.

**Section 3.** The Budget and Finance Committee shall be a standing committee of at least three people whose chair shall be appointed by the President with members elected by the Board from their own number and shall include at least one member of the organization who is not a Director. The Treasurer shall be a permanent member.

**Subsection a.** The Budget and Finance Committee shall write a budget, monitor spending and trends, make suggestions as to investments, act as an audit committee to review finances internally, and assist with outside audits.

**Section 4.** The Women's Symphony League shall be a standing committee whose chair shall be elected by the members of the Women's Symphony League.

**Section 5.** Such other standing or special committees as may be required to assist and advise the Board may be appointed by the President or elected by the Board, and may include members of the organization who are not Directors. All committees shall operate with-in existing fiscal policies and procedures as promulgated by the Board.

## ARTICLE VI

### Reports

**Section 1.** The fiscal year shall begin on January 1 and shall end on December 31.

**Section 2.** The Treasurer shall cause to be kept a proper record of all monies received for the corporation from all sources, and keep proper vouchers indicating the amount and nature of all expenditures. The monies of the corporation shall be deposited in the name of the corporation and all payments shall be made in its name.

**Section 3.** The accounts of the Treasurer shall be audited by an independent Certified Public Accountant appointed by the Board at the end of each fiscal year, and at such other times as are deemed by the Directors to be expedient.

**Section 4.** The President shall present an annual report to the Board and to the members. Such report shall include audited financial information from the prior fiscal year, programming, and other accomplishments of the organization.

**Section 5.** The Budget and Finance Committee shall submit a budget to the Board for consideration and approval at a meeting prior to the annual meeting.

## ARTICLE VII

### Restrictions on Funds and Activities

**Section 1.** In the event funds are received for restricted purposes with the requirement that principal shall remain intact, the Board may provide for the designation of an outside corporate trustee, with or without one or more Directors as co-trustees, and such funds shall be transferred to such trustee(s).

**Section 2.** No part of the net earnings of the organization shall inure to the benefit of, or be distributable 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.

**Section 3.** No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation. The organization shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or against any candidate for public office or regarding any ballot issue coming before the public for a vote.

**Section 4.** Notwithstanding any other provisions of these bylaws, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or by an organization whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

## ARTICLE VIII

### Amendments

**Section 1.** These bylaws may be amended at any meeting of the Board or at a special meeting of the Board called for such a purpose. No amendment(s) shall be considered at any meeting unless the proposed amendment(s) shall have been given by mail or email to all of the Directors not less than ten (10) days prior to the meeting. Copies of the amendment(s) shall be provided at the meeting by the Secretary.

**Section 2.** An amendment to the bylaws shall only pass upon approval of two-thirds (2/3) of voting Directors. A quorum must be present in order to consider any amendment of the bylaws.

## ARTICLE X

### Dissolution

**Section 1.** This organization shall use its funds only to accomplish the purpose specified in these bylaws and no part of said funds shall be distributed to the Directors of the organization.



**Subsection a.** Upon dissolution of the corporation, the Board shall first pay or make provisions for the payment of all liabilities of the organization.

**Subsection b.** Any funds remaining shall be distributed to one or more regularly organized and qualified charitable organizations to be selected by the Board and which qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code.

**Subsection c.** Any such asset not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



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Missouri Symphony Society, Secretary

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