

May 21, 2018

BYLAWS

WATERBURY SYMPHONY ORCHESTRA, INCORPORATED

ARTICLE ONE

GENERAL

Section I. Name.

The name of this organization is the WATERBURY SYMPHONY ORCHESTRA, INCORPORATED (Hereinafter "WSO").

Section II. Purpose.

The purpose of the WSO is to support and promote the understanding, appreciation, and enjoyment of music by the presentation of concerts, courses, and lectures in the Greater Waterbury area as well as in Northwestern Connecticut.

Section III. Fiscal Year.

The fiscal year of the WSO shall run from July 1 to June 30.

Section IV. Affiliated organization; Advisory Board or Committee.

From time to time, the WSO, acting its Board of Directors, may organize an advisory board or committee in order to obtain the benefit of persons with special community contacts, exceptional knowledge in planning or fund raising, or other talents valuable to the WSO, without imposing on such persons the full responsibility of Board of Director membership. In addition, from time to time, the WSO may affiliate itself with one or more voluntary support groups which have as their purpose to contribute volunteer time and money to foster the WSO.

ARTICLE TWO

MEMBERSHIP

Section I. General Membership.

All persons who subscribe to the purpose of the WSO and who contribute \$100.00 or more shall thereby become active members of the WSO and shall continue as such until the end of the twelfth month after the date of the payment of such contribution. All such members shall be eligible to vote for the Directors at the Annual Meeting of the WSO and shall be entitled to

enjoy such privileges as may be provided for them by the Board of Directors and the Executive Committee.

Section II. Special Membership Status.

Special Memberships, voting or nonvoting, may be created from time to time by the Board of Directors.

Section III. Term of Membership.

Membership terms shall begin upon the payment of a contribution as provided in Section I of this Article and shall end at the end of the twelfth month after the date of the payment of such contribution.

Section IV. Annual Meeting and Special Meetings.

The Annual Meeting of the WSO membership for the election of directors and for the transaction of any other proper business shall be held on such day in May of each year as shall be determined by the Executive Committee of the Board of Directors and such date shall be set no later than the April 1 prior to such Meeting. Special Meetings may be called at any time by the President, and shall be called at the direction of the Board of Directors or the Executive Committee.

Section V. Notice.

Notice of any membership meeting shall be made in writing and mailed to each member at least two weeks prior to such meeting. Such notice shall state the time, place, and purpose of such meeting.

Section VI. Quorum.

A quorum for Annual or Special Meetings shall consist of those members present at such Meeting.

Section VII. Voting.

Each member shall be entitled to one vote; voting by proxy shall not be permitted. Voting may be by ballot, voice, or show of hands, as the President may determine, unless otherwise decided by the members entitled to vote. Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, any question (other than election) presented to such meeting shall be determined by a majority of those voting.

ARTICLE THREE GOVERNANCE BY

BOARD OF DIRECTORS

Section I. Number and Qualification.

The affairs of the WSO shall be governed by the Board of Directors which shall consist of at least 18 but not more than 38 elected members, including any Honorary Directors who are voting members of the Board, and up to three Member(s)-at-Large. The Board of Directors shall be authorized to appoint Honorary Directors who shall be voting or non-voting members of the Board and shall not be included in the maximum or minimum number of Directors. The Board of Directors is also authorized to appoint any number of non-voting advisory board or advisory committee members for such term or terms as the Board of Directors may choose. The Executive Director of the WSO, the President of the WSO League, the Music Director and the Concert Master shall be non-voting *ex officio* members of the Board of Directors.

Section II. Election.

The Board of Directors shall be elected from and by the voting WSO members from a slate prepared by the Nominating Committee prior to the Annual Meeting. At such Annual Meeting, the President shall also call for additional nominations from the floor. Nonmembers may be elected at the Annual Meeting provided that they will become members under the provisions of Article Two during the first fiscal year of their term.

Section III. Term.

The term of office for members of the Board, other than officers and Member(s)-at-Large, shall be for a period of three years; and No Director, other than Member(s)-at-Large, shall be elected to more than two successive complete terms without an interval of at least one year. Member(s)-at-Large shall be elected for a one year term. The year(s) served on the Board by any person who was a member by virtue of being an officer or Member-at-Large shall not count toward the two-term restriction. One-third of the Directors (excluding Member(s)-at-Large) shall be elected each year. Any Director who shall have three unexcused absences for Board meetings during any fiscal year of the WSO shall be deemed to have resigned.

Section IV . Vacancies.

Death, resignation, and expiration of a term of office without appointment or election of a successor shall constitute a vacancy in the Board of Directors. Nominations to fill vacancies shall be submitted to the Board of Directors by the Nominating Committee. Such nominations must be approved by a majority of the Directors present at a Directors' meeting at which there is a quorum, and a successor shall serve until the next Annual Meeting of the general membership, at which time the remaining portion of the unexpired term shall be filled through the procedure outlined in Section II of this Article Three.

Section V. Quorum.

A quorum shall consist of a majority of the elected Board members and officers.

Section VI. Board Meetings.

A regular meeting of the Board of Directors shall be held immediately following the Annual Meeting at the place designated for the Annual Meeting. At least five other regular Board

meetings shall be held during the fiscal year. Notice of meetings shall be made to each Director at least one week before the date of such meeting and shall state the date, time, and place of such meeting.

Section VII. Powers and Duties.

The Board of Directors shall be responsible for the general care and management of the property, financing, and affairs of the WSO. Such responsibilities shall be deemed delegated to the Executive Committee, subject to Article Five Section II herein and except as specifically reserved by the Board. The Board of Directors' duties and responsibilities shall include, without limitation:

1. Employing, evaluating, determining compensation, and designating the duties of Professional Personnel, including without limitation the Music Director, the Executive Director, and such other personnel as it shall from time to time determine;
2. Creating standing and special committees to carry out the goals of the WSO and to review committee reports;
3. Evaluating organizational effectiveness;
4. Planning and reviewing programs and budgets;
5. Setting short-term and long-term investment policies and strategies; and
6. Presenting and representing the WSO to the public.

ARTICLE FOUR

OFFICERS

Section I. Election.

Immediately following the Annual Meeting, the Board of Directors shall elect by a majority vote the officers consisting of a President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and such other officers as the Board deems the WSO's business may require from a slate presented by the Nominating Committee. The presiding officer shall also call for nominations from the Directors.

Section II. Qualifications.

Officers shall be members of the WSO except that nonmembers may be elected officers provided that they must become members under the provisions of Article Two within three months of election. Officers who have not been elected as Directors according to Section I of Article Three shall nevertheless have the same duties, responsibilities, and authority as elected Directors. The Immediate Past President shall automatically continue as an officer of the WSO for the fiscal year following the completion of such term as President.

Section III. Vacancies.

In the event of resignation or death of any officer the Nominating Committee shall nominate, and the Board of Directors shall elect by majority vote, successors to fill the unexpired terms of any such office.

Section IV. Term.

The term of office shall be one year and no officer shall serve more than three successive complete terms in the same office. An officer may serve an additional successive term in the same office by approval of the Board of Directors. Approval shall be obtained by a three-quarter majority vote, (proxy votes are not permissible).

Section V. Limitation on Offices.

Officers shall be allowed to hold only one office during any term.

Section VI. Powers and Duties.

Except as otherwise provided herein, the duties of each officer shall be indicated in the following Job Descriptions:

1. President. The President shall: Preside at all meetings of the membership and at all meetings of the Board of Directors and Executive Committee; with any other officer, sign all contracts and obligations authorized by the Board of Directors; when deemed necessary, appoint committee chairpersons; perform such duties as may be required of him by the Bylaws of the WSO; serve as an ex-officio member of all standing and special committees except the Nominating Committee; create additional committees as he deems necessary, subject to approval of the Board; and have the general powers of supervision and management of the corporation. The President shall maintain frequent contact with the Executive Director and the Music Director.
2. First Vice President. The First Vice President shall: Assist the President and perform the duties of the President in case of absence; become President upon the office of the President becoming vacant during the President's term and shall act as President until a successor is elected by the Board; serve as ex-officio member of all committee meetings which the President cannot attend.
3. Second Vice President. The Second Vice President shall: Assume the duties of the President or the First Vice President in his absence; become President and First Vice President in the event of a vacancy of both the President and the First Vice President until a President is elected by the Board of Directors.
4. Recording Secretary. The Recording Secretary shall: Keep an accurate record of all regular and special Membership, Board of Directors, and Executive Committee meetings; insure that copies of the minutes are sent to all Directors and officers one week prior to regular Board meetings; take attendance at all meetings; be responsible for matters pertaining to the history of the WSO.

5. Corresponding Secretary. The Corresponding Secretary shall handle all correspondence not handled by the Executive Director and as requested by the Board or the President.

6. Treasurer. The Treasurer shall: Be responsible for the receipt and disbursement of all monies and the proper deposit of them; within limits set by the Board, delegate the Treasurer's duties to the Executive Director; present at the Annual Meeting an estimated financial report of the year; make the Treasurer's accounts available for annual audit; together with the Finance Committee, prepare the annual budget for approval by the Board of Directors at the regular June meeting; serve as chairman of the Finance Committee; recommend an independent auditor of the WSO books and records to the Board; see that all government reports are filed and that appropriate accounting and fiscal controls are established; ensure that there is adequate insurance coverage for WSO activities; present financial information to the Board as required.

7. Immediate Past President. The Immediate Past President shall assist the Executive Committee and shall aid in the smooth transition of responsibility.

ARTICLE FIVE

EXECUTIVE COMMITTEE

Section I. Formation.

There shall be an Executive Committee of the Board of Directors consisting of the elected officers, [immediate past President and such other members who may from time to time be appointed by the Board of Directors.](#)

Section II. Powers and Duties.

The Executive Committee shall exercise the powers of the Board of Directors between regular Board meetings or in an emergency. All members of the Executive Committee must be notified of Executive Committee meetings and a majority vote of those present shall decide all questions. Actions of the Executive Committee shall be submitted to the Board of Directors at the Board's next regular meeting.

ARTICLE SIX STANDING

COMMITTEES

Section I. Appointment of Members.

Except as otherwise provided herein, committee chairs shall be appointed by the President. Committees shall have duties and powers as indicated in the Bylaws. All committee chairpersons shall present written reports to the President by April 30 of each year. Committee members, other than those who fill positions in accordance with these Bylaws,

shall be selected by the respective committee chairpersons, subject to the approval of the Board. The following shall be Standing Committees: Governance Committee, Development Committee, Finance Committee, Marketing Committee, and Education Committee.

Section II. Governance Committee.

The Governance Committee is responsible for the promotion and maintenance of good governance practices by the Board of the WSO. It shall establish and monitor the performance of individual Board members and Committees of the Board. The Governance Committee is responsible for recruiting and enlisting individuals who qualify for membership on the Board of Directors and for officer positions and for recommending replacements for any vacancies within the year.

Section III. Finance Committee.

The Finance Committee is responsible for the administration of the financial assets of the WSO and for advising the Board on current and projected financial positions and funding requirements. The Finance Committee, with the approval of the Board, shall establish the financial policy of the WSO. The Finance Committee shall consist of the Treasurer as chairperson and at least four (4) other members who shall be appointed by the Chairperson. It shall administer the short-term and long-term investments of the WSO according to the policies and strategies set by the Board and shall report to the Board at least semi-annually regarding the performance of WSO investments.

Section IV. Development Committee.

The Development Committee is responsible for ensuring adequate contributed support for the current and future financial needs of the WSO.

Section V. Marketing Committee.

The Marketing Committee is responsible for advising and assisting the Board and staff in maximizing community participation and exposure, increasing receipts for all revenue-producing activities, promoting the reputation of the WSO, and directing and evaluating studies of other work performed by marketing consultants or others for the WSO.

ARTICLE SEVEN

FINANCIAL BOOKS, RECORDS, REPORTS, DISSOLUTION

Section I. Audit.

An auditor shall be selected annually by the Finance Committee.

Section II. Signatures Required.

The Board or the Finance Committee, acting on behalf of the Board approved Policies and Procedures, shall determine who shall be authorized to sign checks, drafts or other orders for the payment of money or other instruments on behalf of the WSO.

Section III. Borrowing.

The WSO may borrow money with or without interest, issue its- note or bond for repayment thereof, and mortgage its property as security for its debts and other lawful engagements whenever the Board of Directors deems the WSO so requires.

Section IV. Annual Reports.

All standing committee chairs and officers shall present a written report to the President of the Board by April 30th.

Section V. Distribution of Income.

No profits shall proceed to any officer, Director, or member of the WSO.

Section VI. Dissolution.

In the event of dissolution, the net assets after payment of all debts will proceed to an organization holding a valid tax exemption permit issued by the Department of Revenue Services of the State of Connecticut and which shall be recognized by the Internal Revenue Service as a non-profit tax-exempt organization. Such organization shall have similar purposes as the WSO and shall be selected by the Board of Directors.

Section VII. Amendments.

These Bylaws may be amended in whole or in part by an affirmative vote of the majority of the Directors, provided the Directors have been notified at least one week prior to the meeting of the intention to amend the Bylaws and the proposed amendments have been included with such notice of intent to amend.

ARTICLE EIGHT

INDEMNIFICATION

Section 1. Director Liability.

The personal liability of a Director of the WSO for monetary damages for breach of duty as a Director shall be limited to the compensation, if any, received by the Director for serving the Corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of the law by the Director, (b) enable the Director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal gain, (c) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his or

her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation. Nothing contained in this Article Eight shall be construed to deny to the Directors of the Corporation any of the benefits and protections provided by subsection (d) of Section 33-1104 of the Connecticut General Statutes, as in effect at the time of the violation.

Section 2. Indemnification.

The Corporation shall indemnify its Directors against liability, as such term is defined in Section 33-1116(4) of the Connecticut General Statutes, to any person for any action taken, or failure to take any action, as a Director, except liability that (a) involved a knowing and culpable violation of law by the Director, (b) enabled the Director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal gain, (c) showed a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation. Nothing herein set forth shall limit the right of the Board of Directors to indemnify persons as permitted by the Connecticut Revised Nonstock Corporation Act.

ARTICLE NINE

CONFLICTS OF INTEREST

The Board of Directors shall adopt, and review at least annually, a Conflicts of Interest Policy for Directors and other persons as the Board shall determine.