



BYLAWS

OLATHE COMMUNITY ORCHESTRA ASSOCIATION

Revised May, 2002

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Approved: May 11, 2002
Rev. 0



ARTICLE ONE

- A. The name of this organization shall be Olathe Community Orchestra Association, herein after referred to as OCOA a NOT FOR PROFIT association established in the State of Kansas.
- B. Location. The principal office for the transaction of the business of the association is hereby located in the State of Kansas.
- C. The purposes of the OCOA include:
1. To provide for the cultural enrichment of the Olathe, Kansas area by providing a medium for performing musicians, by sponsoring orchestral and other musical performances and by sponsoring scholarship support for music education.
 2. To raise funds by civic solicitation, membership development and other appropriate means, for support of the association's activities and functions and to provide competitive awards, incentive contributions and other promotional items.
 3. To provide for the cultural enrichment, participation and public interest of the community of Olathe, Kansas by providing musical performances for music education and enjoyment.

ARTICLE TWO

- A. Membership Qualifications Membership in the OCOA shall be open to all groups and individuals who meet the requirements for membership and subscribe to its goals and purposes.
- B. Membership Types The OCOA shall have the following types of membership:
1. Individual membership shall be available to any person 18 years of age or over upon payment of dues.
 2. Family membership shall consist of a person and members of his/her immediate family upon payment of dues
 3. Corporate membership shall be available to any business entity or organization upon payment of dues.
 4. Musician memberships shall be available for any musician asked to perform and performs regularly with the Orchestra, and payment of dues shall be waived.
 5. Honorary, lifetime membership shall be awarded to a person by the Board of Directors for faithful service rendered and shall be exempt from payment of dues.
- C. Application for Membership Applications for membership shall be made in the manner prescribed by the Membership Committee, where so directed by a resolution of the Board of Directors. Honorary memberships shall be determined under terms and conditions as specified by resolution of the Board of Directors.
1. Each year the Board of Directors shall specify the minimum investment for each membership category of the OCOA
 2. Membership privileges may include: Attendance at meetings, voting rights, postings and communications regarding Orchestra events, attendance at regularly scheduled rehearsals, special invitations to limited engagements and events scheduled by the Orchestra.



- D. **Dues** Annual membership dues shall be set by a majority of the membership voting at a regular meeting.
1. Delinquency of annual dues shall result in the termination of membership.
 2. The OCOA shall not give refunds without a written request stating the reasons for such refund, by the member, to the Board of Directors and subsequent refund determination by the Board of Directors.
- E. **Resignation From Membership** A resignation from membership shall be presented to the Board of Directors, but shall not relieve any member from any liability for any dues, assessments or other obligations to the OCOA which are unpaid at the time such resignation is filed, or which may arise prior to the acceptance of the resignation.
- F. **Termination or Suspension** If any member of the OCOA shall commit any act prejudicial to the conduct or the affairs of the OCOA or the purposes for which it is formed, or shall have changed his/her status so as to be ineligible for membership, such person shall be notified in writing regarding the opportunity to appear personally before the Board of Directors at a designated time not less than thirty (30) days after such notification and at such time, be given a hearing. By a two-thirds vote of all of the board of directors present at the meeting, the membership of such person in the OCOA may be terminated or suspended. If either suspension or termination is decided upon, the terms and conditions of same shall be specified in writing and delivered to the suspended or terminated member.
- G. **Transfer of Memberships** in the OCOA shall be nontransferable. There shall be no transfer or alienation by inter vivos or testamentary device or otherwise.
- H. **Inspection of Corporate Records** The membership ledger, the books of account, and minutes of proceedings of the members, the Board of Directors and of executive committees of directors shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his interests as a member. A list of members entitled to vote shall be exhibited at any reasonable time and at meetings of the members when required by the demand of any member at least twenty (20) days prior to the meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to make abstracts. Demand of inspection other than at a members' meeting shall be made in writing upon the president, vice president or secretary of the OCOA.
- I. **Inspection of Bylaws** The OCOA shall keep in its principal office for the transaction of business the original or a copy of these bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.



ARTICLE THREE

A. OFFICERS

1. The elective officers of the OCOA shall be: President, Vice President, Secretary, Treasurer, Social Director, Publicist and Financial Development Director to constitute no less than seven active elected Board Members.
2. **Qualifications** OCOA officers must be members in good standing, members of the Board of Directors, current in payment of dues and shall be elected by plurality vote of the OCOA membership voting at the Spring general meeting.
3. **Election** The officers of the association, except such officers as may be appointed in accordance with the provisions of subordinate Officers or Vacancies of this Article Three, shall be chosen annually by the Association.
4. **Term of Office** Each officer shall hold his/her office for a term of one year or until he/she shall resign or shall be removed or otherwise be disqualified to serve, or his successor shall be elected.
5. **Duties of officers** shall be defined in the Policies and Procedures manual.
6. **Vacancies**
 - a. If an elective office in the Olathe Community Orchestra Association, other than the Presidency shall become vacant through the incumbent's inability or refusal to continue his/her duties, a successor shall be appointed for the un-expired term by the President and approved by the Board of Directors
 - b. No person shall hold more than one elected position simultaneously unless one position is by temporary appointment due to vacancy of a previous officer, and shall be held only until the following general membership meeting at which time a successor shall be elected.
7. **Removal or Resignation** Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the board.
8. **Compensation of Officers** Officers and other employees of the association shall receive such salaries or other compensation as shall be determined by resolution of the board of directors, adopted in advance or after the rendering of the services, or by employment contracts entered into by the board of directors. The power to establish salaries of officers, other than the President, may be delegated to the President, or a committee.
9. Each officer shall deliver to his/her successor in office all records and other property of the OCOA in his/her possession. This transfer shall take place no later than the next board meeting after the transfer of office



ARTICLE FOUR

A. DIRECTORS

1. Members of the Board of Directors shall include: All persons elected to the Board by the Association and past presidents who remain continuously in good standing. It shall also include the Music Director. The Music Director shall act in an advisory capacity, but shall not have voting rights.
2. **Composition** The authorized number of directors of the association shall be no more than fifteen (15) and no fewer than seven (7) until changed by amendment to this bylaw. At the first organizational meeting of directors the initial directors shall classify themselves so that two directors each serve for terms of one, two and three years respectively. Thereafter new directors shall be elected for three-year terms, or as necessary to fill unexpired terms. There shall be no limit to the number of years a person may serve on the Board of Directors.
3. **Powers.** Subject to limitations of the Articles of Incorporation, of the bylaws, and of the Kansas Association Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the bylaws; all corporate powers shall be exercised by or under the authority of, and the conduct and affairs of the association shall be controlled by, the board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:
 - a. It shall be the duty of the Board of Directors by majority agreement to make decisions or recommendations regarding matters that affect the purpose, character and general welfare of the Olathe Community Orchestra Association.
 - b. To alter, amend or repeal the bylaws of the association.
 - c. To employ a Music Director/Conductor to perform the duties as provided in Article Six.
 - d. To select and remove all the other officers, agents and employees of the association, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the bylaws, fix their compensation, and require from them security for faithful service.
 - e. To conduct, manage, and control the affairs and conduct of the association, and to make such rules and regulations therefor not inconsistent with the law, or with the Articles of Incorporation or the bylaws, as they may deem best.
 - f. To change the principal office and registered office for the transaction of the conduct of the association from one location to another as provided in Article I hereof; to fix and locate from time to time one or more subsidiary offices of the association within or without the State of Kansas, as provided in Article I hereof; to designate any place within or without the State of Kansas for the holding of any members' meeting or meetings except annual meetings; to adopt, make and use a corporate seal, to prescribe the forms of certificates of membership, and to alter the forms of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificate shall at all times comply with the provisions of law.
 - g. To borrow money and incur indebtedness for purposes of the association, and to cause to be executed and delivered therefor, in the corporate name, promissory



- b. **Regular Meeting.** Regular meetings of the board of directors shall be held without call at such time as the board of directors may from time to time designate in advance of such meetings; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the board of directors is hereby dispensed with
 - c. **Special Meeting**
 - i. Special board meetings may be called by the president or by four members of the Board. This must be done via telephone, internet or by mail no later than 96 hours prior to the intended meeting.
 - ii. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the president or, if he is absent or unable or refuses to act, by the secretary or by any other director. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be via telephone, internet or by mail no later than 96 hours prior to the intended meeting.
 - d. **Waiver of Notice** The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
 - e. **Quorum** A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number be required by law or by the Articles of Incorporation. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.
 - f. **Meetings by Telephone** Members of the board of directors of the association, or any committee designated by such board, may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.
 - g. **Adjournment.** A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.
 - h. **Notice of Adjournment.** Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.
7. **Removal** Any board member missing four (4) sequential board functions without an excuse acceptable to the Board shall be given notice of dismissal by the President and replaced in accordance with these bylaws, above. Board functions shall be defined as: (1) Board meetings, (2) General membership meetings.
8. **Fees and Compensation.** Directors shall not receive any stated salary for their services as directors, but, by resolution of the board, adopted in advance of, or after the meeting



for which payment is to be made, a fixed fee, with or without expenses of attendance, may be allowed one or more of the directors for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the association in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

ARTICLE FIVE

A. ASSOCIATION MEETINGS AND VOTING

1. Type of Meetings
 - a. Regular Meetings Normally held on rehearsal nights when required.
 - b. Annual Meetings Normally held after the last concert of the fiscal year but before the end of the fiscal year.
 - c. Special Meetings When called for as set forth in these by-laws.
2. Place of Meetings. All annual meetings of members and all other meetings of members shall be held at the principal office of the OCOA unless another place within or without the State of Kansas is designated either by the Board of Directors pursuant to authority hereinafter granted to said board, or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the secretary of the OCOA.
3. Notice of Meetings Notice of the annual membership meeting or any other special meeting shall be made via telephone, internet or by mail no later than 96 hours prior to the intended meeting.
 - a. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.
 - b. Special meetings may be called at any time by a majority of the Board of Directors.
4. Voting of Membership, etc.
 - a. Voting rights for Family memberships shall be limited to two votes
 - b. Individual, Honorary Lifetime and Musician memberships are entitled to one vote.
 - c. Voting rights for Corporate/Organization memberships shall be limited to two votes.
 - d. Absentee Ballots
 - i. Absentee ballots will only be allowed for election of officers, change of by-laws or change of dues.
 - ii. Absentee ballots must be in a signed sealed envelope and received before the polls are closed to be valid.
 - iii. Absentee ballots may be a reasonable facsimile of those provided.
 - iv. Under no conditions will proxy by verbal or written representation be allowed



5. Quorums
 - a. For the transaction of business at regular or special meetings, exclusive of meetings of the Board of Directors, twenty (20) percent of the Associations current total membership or the number of current participating musicians shall constitute a quorum.
 - b. For Board of Director meetings the quorum is set in Article Four.

ARTICLE SIX

A. Committees and Employees

1. Committees

- a. Executive Committee
 - i. The Executive committee shall consist of the President, Vice President, Secretary, and Treasurer.
 - ii. It shall be the duty of the Executive Committee to initiate all activities of the OCOA dealing with the daily business of the OCOA.
 - iii. The Executive committee shall call for and conduct meetings when the daily business requires such meetings.
- b. Membership Committee
 - i. It shall be the duty of the Membership Chairperson to initiate, organize and oversee membership activities and programs for the OCOA.
 - ii. The Membership Chairperson shall actively seek members for the OCOA by means of publicity, concerts attendance and other forms as he/she deems appropriate.
 - iii. The Membership Chairperson shall be responsible for maintaining complete membership rosters and records by working with the Secretary and the Fundraising Chairperson.
- c. Fundraising Committee
 - i. It shall be the duty of the Fundraising Chairperson to initiate, organize and oversee fundraising activities and programs for the Olathe Community Orchestra Association.
 - ii. The Fundraising Chairperson shall seek fundraising sources by means of grant proposals, corporate sponsorship, individual sponsorship and any form of public or private funding as he/she deems appropriate.
 - iii. The Fundraising Chairperson shall complete and submit grant proposals to possible funding sources.
 - iv. The Fundraising Chairperson shall make personal and telephone contact with patrons and friends of the OCOA for means of soliciting contributions and support to the Olathe Community Orchestra Association.
 - v. The Fundraising Chairperson shall make available details of contributions made to the Treasurer, Secretary, and the Vice President for the purpose of response and records-keeping.
 - vi. The Fundraising Chairperson shall maintain a visible public presence at events, fundraisers and performances to Patrons and Friends of the Olathe Community Orchestra Association.



2. Employees
 - a. Music Director/Conductor
 - i. The Music Director shall be employed by the Board of Directors under such terms as are mutually agreeable.
 - ii. The Music Director has no voting rights in OCOA meetings except as otherwise established by the bylaws and/or the direction of the Board of Directors.
 - iii. The Music Director shall have the sole authority and discretion in the following particulars:
 - a) In the choice of music and orchestrations to be purchased for the Association within the limits of the annual budget.
 - b) In the programming of all concert and rehearsal material.
 - c) In the instrumentation of the orchestra and the placement of personnel, therein.
 - b. Paid Principal Chairs
 - i. The Principal Chairpersons shall be employed by the Board of Directors under terms that are stated in the Policies and Procedures manual.
 - c. Executive Director
 - i. The Board of Directors shall employ an Executive Director on an as need basis to assist and direct the OCOA in the proper method of association operation.
 - d. Librarian
 - i. It shall be the duty of the Librarian to be in charge of all music and other materials in the OCOA care and to make these materials available to OCOA musicians for each performance.
 - ii. Other duties of the librarian are defined in the Policies and Procedures manual.
 - e. General Counsel
 - i. The Board of Directors shall employ a General Counselor on an as need basis to assist and direct the OCOA in legal needs of the association operation.
 - f. Auditors
 - i. The Board of Directors shall employ an Auditor on an as need basis to assist and direct the OCOA in the auditing of the financial books of association operation.

ARTICLE SEVEN

A. MISCELLANEOUS

1. Use of Roberts Rules of Order. The rules contained in the 2001 edition of Roberts Rules of Order, Newly Revised are the basis of our parliamentary procedures, except where they conflict with the by-laws or the Articles of Incorporation.
2. Indemnification of Directors and Officers. When a person is sued, either alone or with others, because he is or was a director or officer of the association, or of another association serving at the request of this association, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the association or by the association, he shall be indemnified for his



reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- a. The person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court.
 - b. The court finds that his conduct fairly and equitably merits such indemnity. The amount of such indemnity which may be assessed against the association, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the association, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in these by-laws, for giving notice of members' meetings, in such form as the court directs.
3. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the association, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.
 4. Annual Report. No annual report to members shall be required, but the board of directors may cause to be sent to the members reports in such form and at such times as may be deemed appropriate by the board of directors.
 5. Contracts, Deeds, Etc., How Executed. The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount, provided, however, that any deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the Association by the president or vice-president, if there be one, or by any agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the association by the president or vice-president.
 6. Fiscal Year. The Board of Directors shall have the power to fix and from time to time change the fiscal year of the association. In the absence of action by the board of directors, however, the fiscal year of the association shall end each year on the date, which the association treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors. The fiscal year is set from July 1 to June 30.
 7. Dissolution. Upon the dissolution of this association, the governing board shall, after paying or making provision for the payment of all of the liabilities of the association, dispose of all of the assets of the association exclusively for the purposes of the association, in such manner, to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes, as shall



at the time qualify as an exempt organization or organizations under §501c(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States law), as the governing board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the association is then located, exclusively for such purposes.

ARTICLE EIGHT

A. Amendments

1. **Power of Directors.** New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of the Association at any regular or special meeting thereof; provided, however that the time and place fixed by the bylaws for the annual election of directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held. Notice of any amendment of the bylaws by the board of directors shall be given to each stockholder having voting rights within ten (10) days after the date of such amendments by the board.
2. The by-laws of the OCOA may be amended by approval of the majority of society members voting at a regular association meeting.



Approved on May 11, 2002 by:
2001-2002 Board of Directors
Olathe Community Orchestra Association

| | | | |
|-----------------|-------------------------|-----------------|----------|
| David J. Lytle | President/Director | Vicki Baska | Director |
| Stanley Shelver | Vice-President/Director | Emily Smith | Director |
| Markus Merrill | Secretary/Director | Reni Karanevich | Director |
| Bryan F. Miller | Treasurer/Director | | Director |
| | Director | | Director |

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of OLATHE COMMUNITY ORCHESTRA ASSOCIATION, a Kansas nonprofit association; and
- (2) That the foregoing bylaws, comprising _____ (____) pages, constitute the bylaws of said association, as duly adopted at a regular meeting of the OCOA Board of Directors thereof duly held on the day of May 11, 2002.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this ____ day of _____, 2002.

Markus Merrill
Secretary
Olathe Community Orchestra Association