

BY-LAWS OF FRIENDS OF THE LEE'S SUMMIT SYMPHONY ORCHESTRA

(AMENDED AND RESTATED – March 11, 2014)

ARTICLE I

NAME

The name of the organization shall be Friends of the Lee's Summit Symphony Orchestra (hereinafter "Friends"). This organization shall exist by the authority of, and be directly accountable to, the Board of Directors of the Lee's Summit Symphony Orchestra of Lee's Summit, Missouri (hereinafter "LSSO").

ARTICLE II

PURPOSE

The purpose of the Friends is to provide service to the LSSO, enhance musical education and foster the enjoyment of music in Lee's Summit and the region. The Friends shall be a nonprofit supporting organization, with membership, whose entire income shall be used for the support of the LSSO and to carry out supporting functions assigned to it by the Board of Directors of the LSSO.

ARTICLE III

MEMBERSHIP

SECTION 1. Membership in the Friends shall be open to all who desire to support the LSSO and its works within the community. All members are encouraged to participate in active service programs of the Friends.

SECTION 2. To be in good standing, a member must have paid the current year's dues. Any member in good standing shall have the right to vote, to hold office, to serve on committees, to participate in general membership meetings and to attend and observe any Executive Committee Meeting. The Executive Committee of the Friends shall consist of the immediate Past President, the current elected officers, chairpersons of all standing committees, chairpersons of all ad-hoc committees, the Historian, and any other Friends members the President deems appropriate.

SECTION 3. The fiscal year of the Friends shall be the LSSO fiscal year: July 1 to June 30, and membership shall be for each fiscal year. Unless otherwise designated by the donor, dues paid on or after April 15 will be applied to the next fiscal year. Dues must be paid no later than September 1 to ensure listing in the programs for the entire season. Persons whose dues are not paid for the current year shall not be entitled to recognition as voting members.

ARTICLE IV

CATEGORIES OF MEMBERSHIP AND DUES

SECTION 1. The categories of Membership and Dues for the Friends organization are as established by the Lee's Summit Symphony Board of Directors.

SECTION 2. Friends names (except for those wishing to remain anonymous) will be listed in all printed regular season, family and other concert programs published by the LSSO and on the Lee's Summit Symphony website for the fiscal year.

ARTICLE V

OFFICERS AND THEIR DUTIES

SECTION 1. The officers of the Friends shall be President, President-Elect, Recording Secretary, Corresponding Secretary, and Membership Secretary. The Treasurer of the LSSO will be considered the Treasurer of the Friends.

SECTION 2. The President shall:

- A. Preside at all meetings of the Friends and shall be the official representative of the Friends on the LSSO Board of Directors during his/her term of office;
- B. Appoint the chairpersons of all standing committees;
- C. Appoint such ad hoc committees as set forth in Article XI;
- D. Be a non-voting ex officio member of all committees except the Nominating Committee;
- E. Appoint a Historian;
- F. Appoint such auxiliary personnel to the Executive Committee as the President shall deem appropriate.

SECTION 3. The President-Elect shall:

- A. In the absence of the President, perform all the duties of the President, including attending as an ex officio voting member of the LSSO Board of Directors;
- B. Automatically succeed to the office of the President at the end of the President's term of office, including any term to which the President is re-elected;
- C. Be a non-voting ex officio member of all committees except the Nominating Committee;
- D. Automatically become President for the remainder of the term in case of permanent vacancy of the office of the President and remain President for the following term;
- E. Provide periodic activities to support the musicians of the Symphony;
- F. Attend the Marketing and Development Committee meetings;
- G. Serve as a member of the Membership Committee.

SECTION 4. The Recording Secretary shall:

- A. Keep an accurate account of the proceedings of the meetings of the Executive Committee;
- B. Distribute the minutes of each Executive Committee meeting to the members within 10 days after the meeting;
- C. Have custody of all records belonging to the Friends except those specifically assigned to others. These records shall be open for inspection by any member in good standing and any member of the LSSO Board of Directors.

SECTION 5. The Corresponding Secretary shall conduct the correspondence of the Friends as directed by the President and serve on the Membership Committee

SECTION 6. The Membership Secretary shall:

- A. Serve as chairperson of the Membership Committee;
- B. Work with the Symphony Manager and Database Manager to coordinate the annual membership drive;
- C. Have access to the Membership Database and serve as the liaison between the Database Manager and Friends in providing access to membership records for those who require this information in the performance of their duties;
- D. Present a report at all meetings of the Executive Committee and prepare an annual report for the Friends' Annual Membership meeting;
- E. Assist with the design of the membership brochures.

SECTION 7. The Treasurer of the LSSO shall act as the Treasurer of the Friends and shall perform his/her duties as set forth in the By-Laws of the LSSO.

ARTICLE VI

ELECTION OF OFFICERS

SECTION 1. The officers of the Friends shall be elected by written ballot at the Annual Membership Meeting.

- A. The President, President-Elect, Recording Secretary, Corresponding Secretary and Membership Secretary shall hold office for a full term of one (1) year and may be re-elected for an additional year in the same office;
- B. After election of two successive full terms of the same office, the officer shall be ineligible for re-election to that office for a period of one year (effective in 2010 and taking into account service up to that time).

SECTION 2. Nominations for office shall be made by the Nominating Committee to the general membership at the Annual Membership Meeting. Additional nominations may be made from the floor provided the consent of the nominee shall have been obtained.

SECTION 3. Only members in good standing of the Friends shall be eligible to hold elective office, serve as committee chairs or vice chairs, serve on the Nominating Committee or cast a vote in elections or any other matter submitted for a vote of the membership.

SECTION 4. The new officers shall be installed at the close of the Annual Membership Meeting and will assume office on July 1 immediately following.

SECTION 5. The unexpired term of any elected officer shall be filled by the Executive Committee of the Friends after considering the recommendation of the Nominating Committee.

ARTICLE VII

ANNUAL MEMBERSHIP MEETING

SECTION 1. The Friends shall meet once a year for the Annual Membership Meeting. This meeting shall be held in June of each year for the annual reports of officers and standing committees, election

SECTION 2. Special meetings of the Friends membership may be called upon fourteen (14) days' notice to all members by the President or the majority of the elected officers or upon request of ten (10) members. The purpose of the meeting shall be stated in the notice.

SECTION 3. Ten percent (10%) of the members entitled to cast votes or twenty-one (21) voting members, whichever is less, shall constitute a quorum of any special meeting or the Annual Membership Meeting of the Friends membership. Any member in good standing may give a written proxy to any other member in good standing to be filed with the Recording Secretary at the beginning of any meeting.

ARTICLE VIII

EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee of the Friends shall consist of the following: the immediate Past President, the elected officers, the chairpersons of all standing committees, the chairpersons of all ad hoc committees, the Historian, and such auxiliary personnel as the President shall deem appropriate. The Treasurer, Music Director and Symphony Manager shall be ex officio members of the Executive Committee (the Treasurer shall be a voting member, the Music Director and Symphony Manager, non-voting and not counted toward a quorum). The President shall preside at all meetings of the Executive Committee.

SECTION 2. The Historian shall keep an up-to-date history of the Friends in the form of a scrapbook of pictures and any news items of interest.

SECTION 3. Regular meetings of the Executive Committee shall be held monthly or as they deem necessary. Meetings may be called by the President or by not less than five (5) other members of the Executive Committee. Five members shall constitute a quorum at any meeting.

SECTION 4. The business of the Friends shall be administered by the Executive Committee on behalf of the membership, which shall have the right of final approval of all matters of Friends policy, subject to review and oversight by the LSSO Board of Directors.

SECTION 5. The responsibility of the Executive Committee shall be to transact the business of the Friends. Between Annual Membership Meetings of the Friends, the Executive Committee shall have all the power of the organization and shall conduct its affairs pursuant to the Friends Bylaws.

SECTION 6. The Executive Committee shall be empowered to fill unexpired terms and permanent vacancies of officers and of members of the Nominating Committee occurring between Annual Meetings.

SECTION 7. Removal of Officers: Any officer or agent, elected or appointed, may be removed by a three-fifths vote of the Executive Committee whenever in its judgment the best interests of the Friends would be served thereby.

ARTICLE IX

NOMINATING COMMITTEE

SECTION 1. The Nominating Committee shall consist of a chairperson and four members.

SECTION 2. The chairperson of the Nominating Committee shall be the immediate Past President of the Friends. If the immediate Past President is unable or unwilling to serve, the President shall be authorized to appoint a chairperson.

SECTION 3. The four members of the Nominating Committee shall be appointed by the incoming President and announced no later than at the Friend's September Executive Committee Meeting.

SECTION 4. Suggested nominees for officers of the Friends and for the elected members of the Nominating Committee shall be received by the Nominating Committee from the membership throughout the year. From these suggestions and as a result of its own deliberations, the Nominating Committee shall submit to the Annual Membership Meeting a slate of candidates for officers for the ensuing year.

SECTION 5. Additional nominations for officers may be made from the floor provided the consent of the nominees shall have been obtained.

SECTION 6. When vacancies of officers and of members of the Nominating Committee occur between Annual Meetings, the Nominating Committee shall submit for the consideration of the Executive Committee, the names of persons to fill the unexpired terms, when not otherwise provided for in these By-laws.

SECTION 7. Membership on this committee does not preclude an individual's eligibility for nomination to any office with the Friends.

ARTICLE X

STANDING COMMITTEES

SECTION 1. Standing committees include all regular committees of the Friends except the Nominating Committee.

SECTION 2. The standing committees of the Friends shall be:

- A. Fund Raising Committee
- B. Membership Committee
- C. Patron Relations Committee
- D. Decorations Committee

SECTION 3. The incoming President shall appoint the chairpersons of all standing committees. All chairpersons must be members in good standing of the Friends. These chairpersons, upon their appointment by the President, shall automatically become members of the Executive Committee.

SECTION 4. All Friends members are encouraged to become members of one or more standing committees. At or before the Annual Membership Meeting, members may make known their committee preferences for the coming fiscal year (at least one primary and one alternate preference). Members joining Friends after the Annual Membership Meeting

may make their committee preferences known at the time they join. Members shall be assigned to the committees of their primary preference except when necessary to provide an adequate level of membership to the other committees. Members not planning to attend the Annual Membership Meeting may communicate their preferences to the Membership Secretary by any reasonable means. Each standing committee chairperson, after conferring with the President, shall designate one of the committee members to serve as vice-chairperson. All committee members shall be members of the Friends or the LSSO Board of Directors or musician members of the LSSO. The appointment of standing committee members between the Annual Membership Meeting and July 1 shall be for the upcoming fiscal year, and thereafter for the

current fiscal year. Members and chairpersons of the committees may be re-appointed for additional terms of service, assuming the appointment is mutually agreeable to all parties.

SECTION 5. The chairperson of each standing committee shall file an annual summary of the activities of the committee with the Friends Recording Secretary by the May Executive Committee meeting.

SECTION 6. Any committee activity which requires a financial expenditure to complete a process, event or transaction shall require submission of a budget and purchase authorizations as appropriate and approval thereof by the proper authority (the LSSO Board of Directors, or the Symphony Manager, in certain circumstances) in accordance with published LSSO financial procedures.

SECTION 7. The Fund Raising Committee shall be responsible for staging events to raise funds for the Symphony. Duties include selecting dates, locations, themes, entertainment, refreshments, and decorations. The Fundraising Committee will develop a budget for the event and present the plans and budget for the event to the LSSO Board of Directors (via the Friends' President) for approval. Some fundraising events may require the formation of a presidential appointed ad hoc committee to plan and carry out the event. Those fundraising ad hoc committees should report to the Fundraising Chairman before presenting its report to the Executive Committee. The chairperson of this committee shall serve on the Development Committee.

SECTION 8. The Membership Committee is charged with solicitation of new Friends members and retention of current members. This committee will see that a Friends' table is set up and manned at the major concerts and other events of the LSSO. Other suggested activities include:

- A. Coordinate mentoring to new members of Friends;
- B. Provide name badges for volunteers as needed;
- C. Maintain a list of members who wish to volunteer for events;
- D. Oversee the planning and carrying out of social/educational events purposely designed to serve as a benefit for the members of the Friends' organization (Fun with Friends);
- E. Procure and train Greeters.

SECTION 9. The Patron Relations Committee shall be responsible for taking tickets at concerts of the Lee's Summit Symphony Orchestra and for distributing programs. The ideal size of the Patron Relations Committee is six (6) members including the chairperson for taking tickets and six (6) persons including the chairperson for program distribution.

SECTION 10. The Decorations Committee is charged with budgeting, procurement, selection/design, and set-up and takes down of decorations for the major concert events and fund raising events of the Symphony. When and where needed, the Decorations and Fund Raising Committees shall coordinate budgets, themes and plans for decorations as they relate to fund raising events as produced by the Friends. The ideal size of the Decorations Committee is at least six (6) members, including the chairpersons.

ARTICLE XI

AD HOC COMMITTEES

SECTION 1. Ad hoc committees may be authorized for specific tasks when need has been determined by the Executive Committee. At the time an ad hoc committee is established, the Executive Committee shall specify the purpose and responsibilities of the committee, the number of individuals who will serve as members and the specific types of expertise these individuals shall possess.

SECTION 2. The President shall appoint the chairperson of each ad hoc committee. The chairperson, after conferring with the President, shall select members of the committee and may designate one among them to serve as vice chairperson.

SECTION 3. The chairperson shall file a summary report on the activities of the committee with the Friends Recording Secretary within 30 to 60 days after completion of its assigned task.

SECTION 4. An ad hoc committee shall be terminated automatically when its assigned task is completed or at the direction of the Executive Committee. Each ad hoc committee chairperson shall be a member of the Executive Committee for the duration of the existence of the ad hoc committee.

ARTICLE XII

FUNDS

SECTION 1. All funds collected by the Friends, including but not limited to membership dues, gifts and proceeds of fund raising events, shall be deposited in the accounts of the LSSO and accounted for by the Treasurer. The Friends, in cooperation with the Treasurer, shall submit a proposed budget for fund raising events and other activities to be included in the annual LSSO budget.

SECTION 2. All fund raising activities, other than membership drives, shall be subject to the approval of the LSSO Board of Directors.

SECTION 3. All contracts involved with events hosted by the Friends shall be executed by the President or other authorized officer of the LSSO.

SECTION 4. All expenditures other than those authorized in the annual operating budget must be approved by the LSSO Board of Directors.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Friends in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Friends may adopt.

ARTICLE XIV

AMENDMENT OF BYLAWS

Amendments to the Friends Bylaws can be approved by majority vote at any annual or specially called meeting of the Friends at which a quorum is present, provided that the written text of the proposed amendment shall have been submitted to the membership at least fourteen (14) days before the meeting at which it is to be voted on. Proposed amendments shall include an effective date. Amendments so approved by the membership shall be submitted to the Board of Directors of the LSSO for ratification and shall be effective on the later of (1) the date of ratification by the LSSO Board of Directors or (2) the proposed effective date. The LSSO Board of Directors shall also have authority to amend these Bylaws or to modify amendments proposed by the Friends membership.

ARTICLE XV

DISSOLUTION

All of the records and assets of the Friends remain the property of the Lee's Summit Symphony Orchestra, and if at any time or for any reason the Friends should cease to exist, possession of such records and property shall revert to LSSO Board of Directors.

ARTICLE XVI

APPROVAL OF ADOPTION

These Amended and Restated Bylaws, drafted by a special committee of members of the LSSO Board of Directors and current officers of the Friends, were approved by unanimous vote of the LSSO Board of Directors on **(date)**, and, except as specifically otherwise herein provided, are effective retroactive to **(date)**. Copies shall be distributed to Friends

members attending the Annual Membership Meeting in July, 2014. A copy of these Bylaws, including all subsequent amendments, shall be permanently posted on the LSSO website. These Bylaws were further amended, upon recommendation by the Friends membership, by unanimous vote of the LSSO Board of Directors on **(date)** effective immediately and are again restated in their entirety, incorporating the **(date)** amendment.

(Name) *Carol Rothwell*
Secretary, LSSO Board of Directors

4-16-2014