

# LIVERMORE-AMADOR SYMPHONY GUILD

## BYLAWS

### April 2016

#### Terms used in these bylaws:

*Guild* or *LAS Guild* refers to the Livermore-Amador Symphony Guild

*Board* refers to the Guild Board

*Association* refers to the Livermore-Amador Symphony Association

#### ARTICLE I. NAME

This organization, an auxiliary of the Livermore-Amador Symphony Association, shall be known as the *Livermore-Amador Symphony Guild* or *LAS Guild*.

#### ARTICLE II. PURPOSE

The purpose of the *Livermore-Amador Symphony Guild* shall be to stimulate community interest in the Livermore-Amador Symphony and to provide financial support. The Guild will plan various activities to promote community interest, conduct the season ticket drive, engage in fund-raising, and arrange receptions.

#### ARTICLE III. FISCAL YEAR

The Guild's fiscal year shall be the same as that of the Association: July 1–June 30.

#### ARTICLE IV. MEMBERSHIP AND DUES

**Section 1. Membership Classes.** The Guild shall consist of four classes of membership: Active, Associate, Friends of the LAS Guild, and Honorary.

**A. Active.** Active members are those who have paid their annual Active membership dues and agree to participate in Guild functions, activities, and all fund-raisers, as outlined in Guild policies. They will receive all notices of Guild activities and meetings, and have voting privileges at Guild membership meetings.

**B. Associate.** Associate members are those who have paid their Associate membership dues and agree to participate in Guild fund-raisers. They will receive all notices of Guild activities and meetings, and have voting privileges at Guild membership meetings.

**C. Friends of the LAS Guild.** Friends are those members who have paid their Friends membership dues. They are invited, but not required, to participate in Guild fund-raisers and activities. They will receive all notices of Guild activities and meetings, and have voting privileges at Guild membership meetings.

**D. Honorary.** Honorary membership may be extended to individuals selected by the Board according to Board-established criteria. Honorary members pay no dues and do not have voting privileges. They may receive notices of Guild activities and meetings.

**Section 2. Dues.** Dues for Active, Associate, and Friends of the LAS Guild shall be set by the Guild membership, and may be changed as follows: Dues shall be reviewed annually by the Board no later than its March Board meeting. Any proposed changes shall be stated in a written notice to the Guild membership at least ten days prior to the Annual Spring Business Meeting, and voted on at that meeting.

**Section 3. Voting.** All Active, Associate and Friends members in good standing shall be privileged to vote at meetings of the Guild membership.

## ARTICLE V. OFFICERS

**Section 1. Officers.** The officers of the Guild shall be President, Vice-President, Recording Secretary, Treasurer, Immediate Past President, and Corresponding Secretary. The Immediate Past President shall become an officer automatically. Officers shall be dues-paying members of the Guild in good standing. Office of Corresponding Secretary shall be eliminated effective July 1, 2017.

**Section 2. Terms of Office.** Each officer shall serve a one-year term July 1–June 30. Elections shall take place at the Annual Spring Business Meeting.

**Section 3. Vacancies.** Any vacancy occurring between elections shall be filled through appointment by the President with the approval of the Board. In case of the President's inability to serve, the Vice-President shall automatically become President through the end of that term and shall appoint a new Vice-President, to be approved by the Board.

### Section 4. Duties of Officers.

**A. President.** The President shall preside at all Guild Board and general meetings. Unless otherwise specified in these bylaws, the President shall appoint all committee chairs, subject to approval by the other officers, and announce all committee chairs at the first general Guild meeting of the year. The President shall serve as a Director of the Association Board, *ex officio*, per Association bylaws. The President shall perform such other duties as usually pertain to this office.

**B. Vice-President.** The Vice-President shall assist the President in administrative duties as requested by the President. The Vice-President shall succeed to the unexpired term in case of the inability of the President to serve.

### **C. Recording Secretary.**

C1. The Recording Secretary shall keep minutes of Guild Board and general meetings, and be prepared to read them at Guild meetings. The Recording Secretary shall provide copies of meeting minutes to all Guild Board members, the Association President, Association Secretary, and Music Director.

C2. The Recording Secretary shall be custodian of Guild meeting minutes, legal documents, original contracts and agreements, and copies of Guild annual end-of-year financial reports.

C3. The Recording Secretary shall keep a copy of the current Guild bylaws and all amendments thereto, specifying the dates of minutes that contain accounts of any changes.

C4. The Recording Secretary shall send out notices of all general Guild meetings at which voting is to take place.

### **D. Treasurer.**

D1. The Treasurer shall receive all funds, give receipt for same, and deposit these funds in the bank designated by the Board, write checks for all bills authorized by the Board, and keep a full and accurate account of all funds so received and expended. The Treasurer shall give a financial report at each Board and general membership meeting.

D2. The Treasurer shall report the Guild's financial transactions, including details of its fund-raising activities, to the Association's Treasurer and Finance Committee on a monthly basis. The Treasurer in office for a given fiscal year shall present the Guild's final (June 30<sup>th</sup>) written financial report at the annual financial review convened by the Association's Financial Review Committee.

D3. Prior to the final general Guild meeting each year, the Treasurer, Treasurer-elect, President, President-elect, and other members if so designated by the President, shall form a budget committee to draft a proposed budget for the coming fiscal year. The Treasurer shall submit this budget for approval by the Guild Board and membership as specified in Article VIII.

D4. The Treasurer shall, in a timely manner, deliver to the newly elected Treasurer all books, funds, papers, and other property belonging to the Guild.

D5. Authorized signatures: Signatures of any of the following Guild Board members shall constitute a legal check signature: Treasurer, President, Vice-President, and an additional Board member elected by the Board.

**E. Immediate Past President.** The Immediate Past President shall advise the President and Board as requested.

**F. Corresponding Secretary.** The Corresponding Secretary shall send cards (welcome, sympathy, congratulations, etc.) as requested on behalf of the Guild. Effective July 1, 2017, this officer position shall be eliminated, and duties assigned to a committee.

## **ARTICLE VI. BOARD OF DIRECTORS**

**Section 1.** The Board shall consist of all the above-mentioned officers, the committee chairs, and the Association Vice-President, who serves *ex officio* per Association bylaws.

**Section 2.** The Board shall carry out existing Guild policies and initiate new policies when necessary. The Board shall discuss and decide upon the general plans of all committees and veto any committee action deemed inappropriate. The Board shall authorize the incurring of expenses and the payment of bills. The Board has the power to dissolve and take over the functions of any committee excepting those committees specifically required in these bylaws.

**Section 3. Meetings.** The Board shall meet at approximately monthly intervals, and at least six times a year.

**Section 4. Quorum.** One half of the members of the Board shall constitute a quorum.

**Section 5. Notice of Board Meetings.** Notice of all Board meetings shall be given to all Board members prior to each meeting.

## **ARTICLE VII. COMMITTEES**

**Section 1.** The Board shall establish committees as needed to carry out the purpose of the Guild as stated in Article II of these bylaws. Members of all Guild committees shall be appointed by the President, unless otherwise stated in these bylaws. Budget and Nominating Committees are required committees with special provisions. (See Articles VIII and IX.)

**Section 2.** No later than the final Board meeting of the year, the Board shall review the list of current committees and determine which committees are needed for the coming year. Committees may be continued, dissolved, or established according to the needs of the Guild. The Board may establish special committees to address specific short-term needs, which are dissolved automatically when the committee's final report is submitted.

**Section 3. Committee Chairs.** Unless otherwise stated in these bylaws, all committee chairs shall be appointed by the President with the approval of the officers. All committee chairs become voting members of the Board *ex officio* for the duration of that fiscal year.

**Section 4. Committee Plans and Reports.** All major plans of committees are subject to prior approval by the Board. At the end of each project, the chair shall prepare a full written report that includes financial information, and submit it to the President within one month following the termination of the project. This requirement shall not pertain to committees with ongoing projects. Such committee chairs shall submit to the President an annual written report no later than the final Board meeting of the Guild's fiscal year.

## **ARTICLE VIII. BUDGET COMMITTEE**

Prior to the final general Guild meeting each year, the Treasurer, Treasurer-elect, President, President-elect, and other members if so designated by the President, shall form a budget committee to draft a proposed budget for the coming fiscal year. This budget shall first be presented to the Board for acceptance, and then to the membership for approval at the final general meeting.

## **ARTICLE IX. NOMINATING COMMITTEE AND ELECTIONS**

**Section 1. Description of Nominating Committee.** The Nominating Committee shall consist of five members. The chair shall be appointed by the officers of the Board to serve for the fiscal year. The process for choosing the other four is staggered: two members are elected each year to two-year terms, replacing the two members whose terms expire.

### **Section 2. Duties of Nominating Committee.**

**A.** Each year, the Nominating Committee shall nominate two Guild members to serve on the Nominating Committee for two-year terms. It is preferred that one nominee shall have had Board experience and that the other nominee shall be from the general membership.

**B.** The Nominating Committee shall also nominate a candidate to serve a one-year term for each elective office listed in Article V.

**C.** The Nominating Committee shall submit the slate of nominees to the membership in writing at least ten days in advance of the Annual Spring Business Meeting.

**D.** At the Annual Spring Business Meeting, the Nominating Committee chair shall present the slate of nominees for officers and Nominating Committee members. Nominations from the floor will be accepted at that time, provided consent of the nominee has been secured.

### **Section 3. Elections.** Elections shall take place at the Annual Spring Business Meeting.

**Section 4. Installation.** The officers and Nominating Committee members-elect shall be installed at the final general Guild meeting of the year. However, the President-elect may meet with incoming officers any time after the election to begin planning for the ensuing year.

## **ARTICLE X. GENERAL MEETINGS**

**Section 1.** At least three general Guild meetings shall be held each year, including the following required meetings:

**A. Annual Spring Business Meeting.** Officer and Nominating Committee elections are held. Consideration of proposed bylaws amendments, bylaws revision, membership dues changes, and any other Guild business may also occur at this meeting.

**B. Final General Meeting.** The newly elected officers and Nominating Committee members are installed, and the proposed budget for the coming year is voted on.

**Section 2. Notice of Meetings.** Written notice of general meetings shall be given to the membership at least ten days before such meetings.

**Section 3. Quorum.** A quorum shall consist of 20% of the dues-paying membership.

## **ARTICLE XI. PARLIAMENTARY AUTHORITY**

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

## **ARTICLE XII. LIVERMORE-AMADOR SYMPHONY ASSOCIATION AUTHORITY**

**Section 1.** These bylaws shall conform to the provisions of the bylaws of the Association. If there are discrepancies, the Association's bylaws shall take precedence.

**Section 2.** The Association and Guild Presidents shall cooperate in setting the schedule of events for the year.

**Section 3.** The Association President shall be issued timely invitations to attend Board and general meetings, shall be called upon when necessary for advice and consultation, and shall be kept informed of Guild activities.

**Section 4.** If a difficulty should arise in carrying out the Guild's responsibilities, the Guild President or the Association President may request the Association's Executive Committee to meet with the Guild Board to work out a solution.

## **ARTICLE XIII. AMENDMENTS PROCEDURE**

**Section 1.** These bylaws may be amended or revised by a two-thirds vote of Guild members in good standing present at the Annual Spring Business Meeting, provided the amendments or revision have been presented to the membership in writing at least ten days in advance of the meeting. Any proposed Guild bylaws changes shall first be submitted to the Association Board, to ensure consistency with Association bylaws.

**Section 2.** Any Guild member in good standing may propose amendments to these bylaws by submitting such in writing to the President for consideration by the Board. The President may appoint a special committee to evaluate proposed amendments and give recommendations to the Board. Any final amendment proposals shall be submitted to the membership for action as prescribed in Section 1 of this Article.

**Bylaws dated April 14, 2016.**

**These bylaws shall become effective July 1, 2016.**