

Amended and Restated Bylaws of the Narragansett Bay Symphony Community Orchestra

Amended, Restated, and Approved by Membership at the 2022 Annual Meeting of Voting Members

PREAMBLE

For the pure enjoyment of making music, the founding members of the Narragansett Bay Symphony Community Orchestra (NaBSCO) came together in 2006 with the support of the Rhode Island Philharmonic Orchestra and Music School. Since then, NaBSCO continues as a non-profit corporation with 501(c)(3) status while maintaining its ties of kinship and cooperation with the Rhode Island Philharmonic Orchestra. The Philharmonic graciously provides rehearsal and meeting space and equipment storage facilities.

RELATED DOCUMENTS

This document presents the Bylaws of NaBSCO, which are subject to change only by duly certified authorization of the Voting Members, as defined herein. These Bylaws constitute the Articles of Organization of NaBSCO.

These Bylaws are implemented, in part, via a set of Procedures and Guidelines, provided as a separate document. The Procedures and Guidelines are general principles of operation, and are subject to changes by duly certified authorization of the NaBSCO Board, as defined herein.

ARTICLE I - NAME

Name. This organization shall be known as the Narragansett Bay Symphony Community Orchestra. The Narragansett Bay Symphony Community Orchestra, also designated herein as NaBSCO, is a non-profit organization incorporated in the State of Rhode Island (hereafter denoted "Rhode Island").

ARTICLE II - MISSION

Purpose. The Narragansett Bay Symphony Community Orchestra is a musical ensemble dedicated to cultural enrichment through symphonic music. The purpose for which NaBSCO is organized and operated is exclusively for charitable, educational, and artistic purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Objectives. The objectives of NaBSCO shall be to:

- (i) Provide qualified musicians the opportunity to perform artistically challenging symphonic repertoire;
- (ii) Bring exceptional, accessible, and affordable performances to Rhode Island and southeastern New England audiences;
- (iii) Provide a showcase for emerging composers, conductors, and performers; and,
- (iv) Provide outreach programs to the community.

Activities. In furtherance thereof, the Narragansett Bay Symphony Community Orchestra will: prepare rehearsals, concerts, and special events; provide educational opportunities; seek and accept funding; enter into contracts; and conduct any and all activities in which a non-profit, non-stock corporation may legally engage in the State of Rhode Island in accordance with these Bylaws and Articles of Organization.

Fiscal year. NaBSCO's fiscal year is July 1 through June 30.

ARTICLE III - DEFINITION OF TERMS

- A. "NaBSCO" and "the Orchestra" shall mean the Narragansett Bay Symphony Community Orchestra.
- B. "The Board" shall mean the Board of Directors of NaBSCO.
- C. "NaBSCO Musician" shall mean any performer meeting the requirements to participate in NaBSCO rehearsals and performances, and who so participates with NaBSCO on a continual and non-compensatory basis, as specified in detail in Article IV.
- D. "Voting Member" shall mean any NaBSCO Musician, or any member of the Board (whether or not that Board member is a NaBSCO Musician).
- E. "The Concert Season" shall refer to the period of NaBSCO rehearsals and concerts, starting with the first rehearsal in the fall (usually in the month of September) through the last concert in the spring (usually in the month of May or June of the year following the first fall rehearsal).

ARTICLE IV – ADMISSION TO AND MAINTENANCE OF MEMBERSHIP

Any adult person (age eighteen years or older) who is interested in performing on a continual and non-compensatory basis with NaBSCO may be considered a candidate for active membership as a NaBSCO Musician, and will be counted as a Voting Member of NaBSCO as long as the requirements stated below are maintained.

The Music Director, when selected by the Orchestra and under contract thereto, is an ex-officio member of NaBSCO, and is invited and expected to attend the Annual Meeting and all Board meetings, except those held in Executive Session. The Music Director is invited to attend any Emergency Meeting, provided the agenda of that meeting does not include discussion of his or her performance, compensation, or contract renewal. The Music Director is not a Voting Member of NaBSCO, and does not have a vote at Board meetings.

Membership requirements

- 1. All persons who were NaBSCO Musicians and Voting Members as of the start of the Annual Meeting at which these Amended Bylaws were approved remain NaBSCO Musicians and Voting Members as long as they continue to meet the requirements of this Article.
- 2. Upon approval of these Amended Bylaws, admission as a NaBSCO Musician is extended to any eligible person in good character with musical experience who is interested in the purpose of the Orchestra, and provided that:
 - a. A successful audition has been completed as determined by the Audition Committee;
 - b. The member agrees to abide by the Bylaws of the Orchestra.
- 3. Membership is maintained on a year-by-year basis via communication of "willingness to perform." Prior to the start of each Concert Season, current members will be asked if they are willing to perform in concerts for that upcoming season. Actual invitations to perform (independent of willingness to perform) are subject to instrumentation needs based on the programs selected for each concert, and are issued by direction of the Music Director in cooperation with any Board-appointed Personnel Manager, the Concertmaster and Section Principals, and the Board. Membership will be maintained for any member in good standing who communicates his or her willingness to perform on a continual and non-compensatory basis during the following season, and they shall maintain their status as Voting Members, regardless of programming needs. Members who express a willingness to perform and who are invited to do so subject to instrumentation needs of the programs planned by the Orchestra are expected to participate on a continual and non-compensatory basis in associated rehearsals and performances to the best of their ability, exigencies of family, career, health, and other legitimate needs notwithstanding.
- 4. Membership will lapse for persons who do not communicate their willingness to perform for two successive Concert Seasons, or who do not participate in associated rehearsals and performances (for performances requiring their participation) without a reasonable exigency as adjudicated by the Board, and they will lose their voting rights for subsequent Annual or Emergency Meetings unless and until membership is reinstated.

5. Membership of lapsed members will be reinstated upon communication of their willingness to perform during the next Concert Season, although the Board (at its discretion) may require that the member undertake an audition.
6. Determination and recording of the status of all NaBSCO members is the responsibility of the Board, with support from any Board-appointed Personnel Manager.
7. Resignation or expulsion of membership as a NaBSCO Musician shall occur upon any of the following events:
 - a. Resignation in writing to the Board of Directors.
 - b. Failure to maintain adequate participation or a musical proficiency expected for their seating position within the Orchestra as determined by the Music Director, and approved by the Board of Directors.
 - c. The Board of Directors may determine by affirmative vote of a majority of all Board members to expel a member from the Orchestra due to failure to abide by the Bylaws or if that member is conducting one's self or treating others in a character non-becoming of the spirit and intent of the Orchestra's purpose as deemed valid by the Board of Directors.
 - d. The Board has a responsibility to protect NaBSCO's reputation as a charitable, educational, and artistic organization, and is authorized to expel any NaBSCO Musician or Voting Member – and to discontinue association with any consultant or other affiliate – if that reputation is put at risk due to illegal or demonstrably unethical or immoral behavior. In addition to adhering to all local, state, and federal laws and regulations, it is essential that NaBSCO abides by the policies and guidelines of any supporting organization, including those providing rehearsal or performance space and resources. It is essential that NaBSCO support the protection of minors and other vulnerable persons who are associated with the organization or who are associated with or visit the premises of any supporting organizations, including those providing rehearsal and performance spaces. NaBSCO does not discriminate on the basis of age, race, nationality, religious affiliation, creed, gender, gender expression, sexual self-identification, disabilities, veteran status, or marital status, and will not tolerate such discrimination as part of its activities. Such discrimination, sexual harassment, or the endangerment of minors or other vulnerable persons will subject the offender to expulsion upon adjudication by the Board, whether or not the offense occurred as part of NaBSCO activities. When appropriate, such offenses will be reported to all relevant authorities.
8. Expulsion shall occur only after a hearing at a special meeting of all the Board of Directors so called for this stated purpose, with reasonable written notice to allow said member the opportunity to refute any charges proffered against him or her. Depending on the sensitivity of the discussion, the Board may vote to hold this special meeting in executive session.
9. Reinstatement of members expelled because of the provisions contained in Article IV shall be granted at the discretion of the Board.

Music Director. The Music Director shall preside at rehearsals and concerts, recommend special rehearsals, oversee the musical quality of the Orchestra, and perform other duties as written in the job description. The Music Director is a member of and has a vote on the Audition Committee. The Music Director shall not make any decision having a financial impact on the Orchestra without prior approval of the Board.

The Music Director is appointed by the Board with the approval of a majority of Orchestra members as determined by a vote at the Annual Meeting. Appointment shall be established by execution of a written contract between NaBSCO and the Music Director, with the inception and termination of the contract period of performance clearly stated. The period of performance will normally begin within one month of the NaBSCO Annual Meeting and extend for 11 months. Prior to expiration or termination of the current contract, but not later than January 31st of that year, the Board may decide to either retain the current Music Director for the following Concert Season, or, with the approval of a majority of Orchestra members, begin a search for a new Music Director.

The Board, at its discretion, may approve compensation to be paid to the Music Director for his or her services, which fee will then be accounted as a NaBSCO standard operating cost in the Annual Budget. At

the discretion of the Board, this fee may be increased on an annual basis, if merited and if the increase is within the prudent means of NaBSCO.

In the event of an actual or anticipated vacancy in the office of Music Director, the President shall appoint an Ad Hoc Music Director Search Committee, approved by the Board of Directors, to search for a new Music Director. The Music Director Search Committee shall review and revise the job description, post the position with professional organizations, review all applications received by the deadline, and select finalists. The anticipated value of the compensatory consulting fee for the Music Director may be announced in the job description at the discretion of the Board. With the approval of the majority of Orchestra members, and on recommendation of the search committee, the Board shall select one finalist as the new Music Director.

Voting rights. Each person who is NaBSCO Voting Member is entitled to one vote at NaBSCO Annual or Emergency Meetings. Both expulsion and lapse of membership as a NaBSCO Musician incur a loss of the right to vote in Annual or Emergency Meetings of the organization and loss of the right to audit Board meetings.

ARTICLE V - BOARD OF DIRECTORS

Board of Directors. NaBSCO shall be governed by a Board of Directors. The Board shall be responsible to the Membership for implementation of the stated purposes of NaBSCO and shall provide guidance and direction to the Operating Officers.

Membership. The NaBSCO Board of Directors shall consist of nine Directors: five Members at Large and four Operating Officers. The Operating Officers will include the President, Vice President, Secretary, and Treasurer. All but one of the Directors shall be nominated from among the Orchestra members. Except as provided below, the remaining Director shall be a Community Member at Large selected from the community that NaBSCO is intended to serve, approved by the Voting Members of NaBSCO, and nominated (as all other Board members) by the NaBSCO Nominating Committee or from the floor in the NaBSCO Annual Meeting. This Community Member at Large shall be selected (in part) to help ensure that the diversity of that community is represented in decisions made by the Board. The Directors shall be elected on a two-year rotating schedule by the NaBSCO Voting Members at the Annual Meeting. The Nominating Committee will prepare a list of nominees for vacant offices and will present the list to the Board of Directors prior to the Annual Meeting. Nominations may also be taken from the floor at the Annual Meeting. The Nominating Committee will also search for and invite the Community Member at Large to participate, and will keep the Board apprised of the status of that nomination. If a willing Community Member at Large cannot be identified or engaged in time to fill the vacancy for the next election cycle, the Nominating Committee may identify someone from among the Orchestra members, who will serve throughout the term normally reserved for the Community Member at Large. As the end of that term approaches, all reasonable action will be taken by the next Nominating Committee to fill that vacancy with someone from the community that NaBSCO is intended to serve.

Term. The Board shall serve for two years commencing immediately following the Annual Meeting election. The President, Secretary, and three Members at Large shall be elected in even numbered years. The Vice President, Treasurer, and remaining two Members at Large will be elected in odd numbered years. Elections for the Community Member at Large will occur every two years beginning in the year of the first election to the position, and the position will therefore be filled (provided a willing candidate can be identified) by re-election in even or odd numbered years depending on the year of the first election to the position.

Directors shall not serve more than two successive terms. After a year out of service, a Board member may again be nominated. If there are no other candidates for an office, the members of the Board may vote to retain the existing Operating Officer or Member at Large.

No Board member will be removed or have a shortened term as a consequence of Bylaws changes. Changes in Bylaws that affect Board member terms will be effective upon expiration of the individual terms of the affected Board member positions.

Mid-term vacancies on the Board may be filled by appointment to the position of a NaBSCO Voting Member willing to serve, via nomination of one or more Board members and majority vote of the Board to fill the

unexpired term. If a current Board member is nominated and approved to fill a position other than the one they currently fill (such as, for example, the case of a Member at Large moving to the position of an officer of the Board), they must first vacate their existing position, thereby opening another position to be filled from among the NaBSCO Voting Members, which shall thenceforward be filled according to the above procedure.

Responsibilities.

The Board of Directors of the Narragansett Bay Symphony Community Orchestra represents the public trust and serves as the governing body of the Orchestra, its various programs, and the artistic and administrative staff. The Board's overall purpose is to create an environment in which the Orchestra can flourish and grow. The Board's specific role is to:

- Determine, periodically reassess, and maintain focus on the Orchestra's mission and vision;
- Secure the financial resources required by the Orchestra;
- Review, approve, and track budgets and strategic plans;
- Maintain a calendar of upcoming events, established annually just prior to the NaBSCO Annual Meeting and updated periodically throughout the year, to help ensure that all necessary processes (such as key milestones in the preparation for performances, submittal of grant applications, and essential legal and financial filings) are undertaken in a timely fashion;
- Develop and implement sound governance principles that ensure fiscal responsibility, and compliance with the law and with Orchestra policies;
- Select, support, and review the performance of the Music Director;
- Select Operational and Artistic Appointees and members of various Standing and Ad Hoc Committees to ensure that the Orchestra continues to fulfill its mission;
- Provide a supportive environment for musicians and volunteers; and,
- Advocate on behalf of the Orchestra throughout the region.

Removal from office. Any Board member who fails to fulfill the duties of his or her office, or who displays public conduct that may disrupt NaBSCO from fulfilling its mission, may be asked to resign by a majority vote of the Board, and must step down from the position or be removed by Board mandate. Any Board member who fails to attend two consecutive meetings (in person or via remote communications as approved by the President) without prior notice to the Board of Directors shall be subject to removal by a unanimous vote of the remaining Board members.

Compensation and reimbursement. Directors shall serve without compensation, except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Indemnification. NaBSCO shall be bound by and comply with the provisions of the Statutes of the State of Rhode Island pertaining to the indemnification of corporate Members, Directors, Officers, and agents. NaBSCO will provide liability insurance for the Board of Directors.

ARTICLE VI - OPERATING OFFICERS AND APPOINTEES

The Operating Officers (the President, Vice President, Secretary, and Treasurer) shall be responsible for carrying out the day-to-day business and operational activities of NaBSCO.

President. The NaBSCO President shall chair all meetings of the membership and of the Board as a Voting Member of both bodies. The President shall oversee all operating activities and details to ensure successful performances by the Orchestra. The President shall appoint Standing and Ad Hoc Committees as required and shall serve as an ex-officio member of all committees. The President shall be a legal signatory for NaBSCO. Additional responsibilities and anticipated activities of the President may be found in the NaBSCO Procedures and Guidelines.

The President shall be responsible for receiving in digital form from the Secretary (or any recorder appointed in their absence) the recorded minutes of all NaBSCO Annual Meetings, meetings of the Board of Directors (including any Executive Session), and any other meetings organized by the Board or the Membership. The President shall be further responsible for distributing those minutes in digital form to the Board and

Membership, except that distribution of minutes of the Board in Executive Session shall be limited to the Board. Digital distribution of all minutes and other meeting records may be via email or any other means readily available to the intended recipients, including the NaBSCO website. In distributing these records, the President may enlist the support of the Technology Committee and any Executive Assistant supporting the President and the Board. Distribution of Board meeting minutes shall be completed in time to allow for reasonable review by the Board for comment and correction prior to the following scheduled Board meeting. Distribution of Annual Meeting minutes shall be completed in time to allow for reasonable review by the Members for comment and correction prior to the following scheduled Annual Meeting.

Vice President. The NaBSCO Vice President shall act as the primary direct link between the Board and the membership of the Orchestra. In the event of the President's absence, the Vice President shall act for and assume the responsibilities of the President. In event of the President's resignation or other early termination of service, the Vice President will assume the role of President through the end of the current term to which the former President had been elected, and the Board will appoint by majority vote a Member at Large to serve as Vice President through the remainder of the term to which the former Vice President had been elected. Additional responsibilities and anticipated activities of the Vice President may be found in the NaBSCO Procedures and Guidelines.

Secretary. The Secretary shall give notice of all meetings, including the Annual Meeting and meetings of the Board of Directors. The Secretary shall take minutes of all meetings. The Secretary shall provide the President with a digital copy of minutes of each Board meeting at least one week in advance of the following scheduled Board meeting, and shall provide the President with a digital copy of the minutes of the Annual Meeting within one month following that meeting (expiration of the Secretary's term notwithstanding). In the event the Secretary is unable to attend a meeting, the President shall appoint a recorder of that meeting's minutes, who shall assume the Secretary's responsibilities for recording the minutes and providing digital copies to the President according to the schedule defined above.

The Secretary, with support from any appointed Personnel Manager, shall also keep a list of the membership together with their addresses, telephone numbers, email addresses, and their status as active Voting Members or as Lapsed Members; conduct the correspondence of the corporation (with assistance of the Corresponding Secretary, if one is appointed by the Board); and serve as Chair of the Nominating Committee, reporting a slate of candidates for all vacancies to the Board at least two months prior to the elections to be held at the annual meeting. The Secretary shall maintain a record of the current terms of service of all Board members, and will ensure that the Nominating Committee is apprised of those positions to be filled during the election at the next Annual Meeting. Additional responsibilities and anticipated activities of the Secretary may be found in the NaBSCO Procedures and Guidelines.

In fulfillment of these functions, the Board may appoint personnel from among the NaBSCO Voting Members to fulfill various supporting functions, such as:

- A Personnel Manager, to support recruitment and recording of NaBSCO membership;
- A Corresponding Secretary, to support communication within the NaBSCO membership and among the participating musicians, as well as with the community that NaBSCO is intended to serve, with sponsors, and with any other individual or organization as approved by the Secretary; and,
- Any other positions deemed beneficial to NaBSCO.

Treasurer. The NaBSCO Treasurer shall be a Legal Signatory of the organization, shall collect, disburse and account for all NaBSCO funds, and be responsible to the Board for all financial activities of NaBSCO. This shall include the timely filing of all necessary Federal and State tax returns and financial forms. The Treasurer shall report the status of finances of NaBSCO at each Board meeting and work with the Board and the Finance Committee to prepare an annual projected budget of expenses and disbursements for each project program of NaBSCO before the last Board meeting prior to the annual membership meeting each year. The Treasurer shall have custody of, and shall have the power to endorse for transfer on behalf of the Corporation, stock, securities or other investment instruments owned by the Corporation. The Treasurer shall be responsible for maintaining all records necessary to certify NaBSCO as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including refiling for such status as required by law. The Treasurer shall support the Development Committee by providing copies of such records as necessary to support application for grants and other financial support, including certification as an exempt organization under section 501(c)(3)

of the Internal Revenue Code, or the corresponding section of any future federal tax code, including refileing for such status as required by law, along with copies of the most recent annual and projected budgets. Additional responsibilities and anticipated activities of the Treasurer may be found in the NaBSCO Procedures and Guidelines.

Operational and Artistic Appointees. The Board shall have the discretion to appoint NaBSCO Musicians or other members of the community to serve in operational and artistic roles. As detailed in the Procedures and Guidelines, such appointees may include such positions as the Concertmaster, Section Principals, a Webmaster, a Librarian, a Corresponding Secretary, a Venues Manager, a Stage Manager, various assistants, and others deemed necessary to supporting NaBSCO's mission. The responsibilities and expectations of each appointee are described in the NaBSCO Procedures and Guidelines. Operational and Artistic Appointees shall serve without compensation, except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE VII - MEETINGS

Annual Meeting. An Annual Meeting shall be held each year within thirty days of the final performance of the Concert Season according to the schedule established as of the first rehearsal of the previous fall season, with exceptions to this schedule only allowed under extraordinary circumstances as defined below. The purposes of the Annual Meeting are to hear reports of the Operating Officers and various committees and to act upon any general business of NaBSCO, including elections. Musical programming for the subsequent season, as decided by the Music Director with consultation of the Program Committee, will be announced at the annual meeting. The Annual Meeting shall be chaired by the President or a duly appointed designee, and shall proceed by *Robert's Rules of Order, Newly Revised*.

A quorum for the annual meeting shall consist of fifty percent of the Voting Members; Voting Members must be physically present (or, under the extraordinary circumstances defined below, participate via electronic communications) to be counted among the quorum. Any proxy vote must be approved by the Board and announced to the membership at least two months in advance of the Annual Meeting. No proxy vote will be counted unless it is received in writing or in approved electronic format at least one week in advance of the Annual Meeting. The Board Secretary shall be responsible for announcing and managing proxy voting procedures, and for recording minutes of the Annual Meeting (unless unavailable to attend the meeting, in which case the President shall appoint an alternative recording secretary).

Emergency Meetings. As the need arises, a motion and majority vote of the Board may call an Emergency Meeting of the general membership of NaBSCO. Actions specifically disallowed at Emergency Meetings include revision of Bylaws, and votes on any major change(s) which could jeopardize the continued existence of NaBSCO. The quorum for Emergency Meetings shall equal that of Annual Meetings, and Members must be physically present to be counted among the quorum. No proxy votes are allowed at Emergency Meetings.

Board of Directors Meetings. The Board of Directors shall have regular meetings as necessary, separate from the Annual or Emergency Meetings, to discuss and implement goals for NaBSCO, to give guidance to the Operating Officers, the Music Director, Standing and Ad Hoc Committees, and Operational and Artistic Appointees, and to prepare for subsequent meetings. Board meetings shall be chaired by the President and conducted according to *Robert's Rules of Order, Newly Revised*. A quorum for the Board is a simple majority of the elected Directors, participating in person or remotely via electronic communications as approved by the President. Board meetings will be open to auditing by members of the Orchestra unless the Board by majority vote has chosen to hold an executive session. Executive sessions will be held only to address issues of a particularly sensitive nature, such as those involving expulsion of a NaBSCO member, performance review of a Music Director, or other similar issues that involve personal information concerning an individual.

Committee Meetings. The various NaBSCO committees shall have meetings as necessary, separate from the Annual, Emergency, and Board Meetings. Committee meetings may be called by the committee chairperson, or as requested by the Board President or Vice President. Requests by a committee member for a meeting of that committee shall be accommodated insofar as is possible. A quorum for any committee meeting is a simple majority of the appointed committee members, participating in person or remotely via electronic communications as approved by the meeting chairperson. Since all committee

recommendations must be approved by the Board, committee meetings are not normally open to auditing by members of the Orchestra unless the committee by majority vote has chosen to hold an open session.

Meeting notices. An announcement of each Annual Meeting, which shall include an accompanying statement of purpose, shall be presented to the membership at least one month prior to the date of the meeting. The announcement shall include the Nominating Committee's proposed slate of candidates for election to the following year's Board. Board meetings shall be announced in advance to the full NaBSCO membership. The Board shall make a reasonable attempt to notify all eligible members of the Annual Meeting and Board meetings through any or all of the following methods: the Narragansett Bay Symphony Community Orchestra Internet home page; verbal announcements at rehearsals or concerts; telephone messages; distribution of written announcements by hand or mail; and email. Announcement of Emergency Meetings of the Board shall be announced at the discretion of the Board member calling the meeting, subject to the approval of the majority of the Board.

Meeting venues and allowances for extraordinary circumstances. Under normal circumstances, Annual Meetings and Emergency Meetings of the Membership shall be conducted in person in the space where NaBSCO normally rehearses, and Voting Members shall be present in person to count toward a quorum. Under extraordinary circumstances as determined by the Board, meetings may be held on line using commonly available internet or other communications resources, provided a means has been established for determining whether or not a quorum of Voting Members is participating. Such means can include electronic resources, such as may be available via various internet meeting applications or email affidavits, or via other means of recording attendance approved by the meeting chairperson and recorded by the NaBSCO Secretary or other person appointed by the meeting chairperson. When such virtual meetings are held, the meeting chairperson shall – at the start of the meeting – establish procedures for requesting the floor, and the meeting proceedings shall otherwise be conducted under *Robert's Rules of Order, Newly Revised*, as though the attendees were present in person. For purposes of invoking these allowances, the Board shall have final authority over determining whether or not extraordinary circumstances so warrant the exceptional meeting venue. Such extraordinary circumstances will typically be considered necessary when the normal place of the meeting is unexpectedly unavailable due to local, state, or federal emergencies, or if there is some reason that Voting Members should not be in shared physical spaces.

ARTICLE VIII – COMMITTEES

Committees are appointed in accordance with these Bylaws, and ad hoc by approval of the Board in order to support the mission and activities of NaBSCO. Except as otherwise specifically required in these Bylaws, the meeting schedule and reporting requirements of committees shall be at the discretion of committee chairpersons or, when so requested, by any Board member.

Standing Committees:

1. **NOMINATING COMMITTEE.** A Nominating Committee shall be appointed by the President and approved by Board of Directors to assemble a list of nominees for vacant offices in preparation for the Annual Meeting election.

a. **MEMBERSHIP.** The Secretary shall chair this committee with at least two other Board members, appointed by the President and approved by the Board at least two months prior to the Annual Meeting election.

b. **DUTIES.** The duties of this committee shall include the preparation of a list of nominees for the NaBSCO vacant offices according to the two year rotating term schedule. This committee shall also identify candidates for the Community Member at Large when that position becomes open for election, shall invite one candidate to agree to nomination, and shall take any other necessary steps to ensure that the position is filled on an ongoing basis.

2. **FINANCE COMMITTEE.** A Finance Committee shall be appointed by the President and approved by the Board of Directors to develop long-term fiscal plans and oversee all financial operations of the organization.

a. **MEMBERSHIP.** The Finance Committee shall be chaired by the NaBSCO Treasurer and include at least two other Board Members, appointed by the President and approved by the Board.

b. **DUTIES.** The Finance Committee shall prepare an Annual Projected Budget for approval by the Board at its last meeting prior to the annual meeting. The budget should contain budget amounts projected for each major budget program of NaBSCO. The Finance Committee shall also report the status of finances of NaBSCO at each Board meeting. All financial statements shall be posted for Orchestra members to view as part of the Board and Annual Meeting minutes.

3. **DEVELOPMENT COMMITTEE.** The Development Committee shall develop an annual fundraising plan and oversee its implementation. It shall coordinate its goals with the Finance and Marketing Committees.

a. **MEMBERSHIP.** The Development Committee shall be chaired by a NaBSCO Board Member as nominated by the President and approved by the Board, and shall include at least three other Board Members or NaBSCO Members, appointed by the President and approved by the Board.

b. **DUTIES.** The Development Committee shall develop an annual fundraising plan that will guide the Board of Directors in seeking out and securing adequate funding for the orchestra's operations from an array of sources, including but not limited to:

- Grants;
- Concert, soloist, section, and individual musician sponsorship;
- Fundraising events;
- Ticket sales; and,
- Contributions, including gifts in kind.

Board members, led by the Development Committee and Board President, are involved participants in carrying out the plan. Implementation of the plan involves identification of grant writers (responsible for applying for grants to appropriate charitable organizations), and of potential sponsors of concerts, soloists, sections of the Orchestra, and individual musicians participating in Orchestra performances.

The Development Committee shall provide documentation and guidance to grant writers in support of applications for grants and other sponsorship.

4. **MARKETING COMMITTEE.** The Marketing Committee is responsible for planning and executing all activities surrounding the promotion of the Narragansett Bay Symphony Community Orchestra and their performances.

a. **MEMBERSHIP.** The Marketing Committee shall be chaired by a NaBSCO Board Member as nominated by the President and approved by the Board, and shall include three or more members selected from the Board, the NaBSCO Membership, or community volunteers approved by the President.

b. **DUTIES.** The committee will prepare all publicity campaigns including, but not limited to the following elements:

- Design and production of all printed and electronic materials (tickets, programs, brochures, et cetera);

- Creation and coordination of on-line and social media presence;
- Coordination of communications (radio spots, newspaper coverage, poster placement, et cetera);
- Advertising sales; and,
- Community awareness and involvement.

The Marketing Committee shall be responsible for maintaining an archive of publicity materials suitable for submittal as part of grant applications, and will provide such materials to grant writers as necessary to meeting grant application deadlines.

5. PROGRAM COMMITTEE. The Program Committee shall serve in an advisory capacity to the Music Director in the planning of music programs. It shall seek suggestions and advice from members of the orchestra and coordinate its goals with the Finance Committee.

a. MEMBERSHIP. The Program Committee shall be chaired by the NaBSCO President or Vice President and shall include three or more Voting Members of the Orchestra. If the Board has identified a Librarian as an Operational Appointee, that person shall be invited to participate in the meetings and activities of the Program Committee in order to facilitate processes such as cost estimation for bought or rented music. However, unless the Librarian is also a regular member of the Program Committee, he or she shall not have a vote on programming decisions.

b. DUTIES. The Program Committee will act in an advisory capacity to the Music Director in the planning of music programs for the upcoming Concert Season. The committee shall seek suggestions and advice from the orchestra members and shall work with the Music Director to determine whether music selected for the program is appropriate and desirable. It shall also determine available sources for such music and, in consultation with the Finance Committee, determine that music to be bought or rented is within the financial means of the Orchestra.

6. AUDITION COMMITTEE. The Audition Committee shall serve in an advisory capacity to the Board in the review and acceptance of NaBSCO Musicians. It shall coordinate its goals with the Program Committee.

a. MEMBERSHIP. The Audition Committee shall be chaired by the NaBSCO President or Vice President and shall include one or more members of the orchestra, possibly drawn from the section for which the candidate is applying, plus any permanent Music Director. The Audition Committee may also include the following, as appointed and approved by the President: any and all NaBSCO Personnel Managers, and any and all officially designated section leaders, including the Concertmaster.

b. DUTIES. The Audition Committee will act in an advisory capacity to the Board in reviewing the capabilities of prospective NaBSCO Musicians who have applied for membership. It shall consult with the Program Committee to determine specific musical needs for upcoming programs, accounting for the difficulty of works to be performed. Members of the Audition Committee serve as reviewers during auditions. Such auditions will be coordinated and scheduled by the committee chairperson.

7. TECHNOLOGY COMMITTEE. The Technology Committee shall serve in an advisory capacity to the Board to support all aspects of NaBSCO technology requirements and online presence. The committee shall be authorized to maintain NaBSCO online accounts and electronic records. It shall coordinate its goals with the Marketing Committee and the Finance Committee.

a. MEMBERSHIP. The Technology Committee shall consist of the NaBSCO Board Secretary, the NaBSCO Board President, at least one other NaBSCO Board Member, any appointed NaBSCO Music Director and Conductor, and the NaBSCO Technology Director (whenever that position is filled by approval of the Board President). Any NaBSCO Recording Engineers shall be invited to participate

as members. Any NaBSCO Member or community volunteer who is willing to contribute may be invited to participate as a committee member subject to the approval of the NaBSCO Board President. The NaBSCO Board President shall endeavor to maintain an odd number of members on the committee for voting purposes. The Technology Committee shall be chaired by a NaBSCO Board member appointed by the President.

- b. DUTIES. The Technology Committee will act in an advisory capacity to the Board to ensure that all aspects of computer, network, and media technology are maintained. The Technology Committee Chairperson, the Technology Director (if assigned), and other members of the committee as designated by the NaBSCO Board President shall be authorized to manage any and all computer and network accounts and the organization of electronic records and files, including social media accounts. These designees shall be granted administrative rights on all NaBSCO computer and network platforms, including social media accounts. The committee shall endeavor to ensure NaBSCO cybersecurity across all platforms, including the establishment, maintenance, back-up, and protection of computer and network accounts, and the establishment and maintenance of such credentials as login processes and passwords, access to online records and files, and the authorization of specific NaBSCO Members to contribute and modify online content. The committee shall consult with the Marketing Committee to update NaBSCO's online presence, including the NaBSCO website and social media accounts, in order to further NaBSCO's mission, to promote performances and other events, and to expand NaBSCO's outreach to other organizations involved in arts and music. The committee shall consult with the Finance Committee to ensure that critical technology resources do not suffer a loss of continuity due to inadvertent suspension of NaBSCO funding. All financial resources devoted to Technology Committee activities must be approved by the NaBSCO Board of Directors. The Technology Committee shall report any adverse computer or network activity (such as hacking or the introduction inappropriate content) to the NaBSCO Board of Directors as soon as possible upon discovery.

8. AD HOC COMMITTEES. Ad Hoc Committees may be appointed by the President at any time in order to carry out any legitimate business of NaBSCO. As detailed herein and in the Procedures and Guidelines, Ad Hoc Committees shall include a Music Director Search Committee, when needed, and may include a Social Committee.

ARTICLE IX - NON-DISCRIMINATION POLICY

This corporation shall follow an equal opportunity policy, and all programs and activities are available to all persons without regard to age, race, nationality, religious affiliation, creed, gender, gender expression, sexual self-identification, disabilities, veteran status, or marital status. NaBSCO will not tolerate discrimination on the basis of any of the above traits as part of its activities. This policy also applies to outside vendors, use of contractors, and consultants, and in dealing with the general public.

ARTICLE X – CONFLICTS OF INTEREST

Whenever a Director has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall: a) fully disclose the nature of the interest; and, b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of NaBSCO to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE XI - DISSOLUTION

Dissolution of NaBSCO requires a 90% vote at an Annual Meeting with a 50% quorum of current Voting Members. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding

section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

ARTICLE XII - AMENDMENT OF BYLAWS

Amendment Vote. The Bylaws may be changed or amended by a two-thirds majority vote of the Membership in attendance at an Annual Meeting of NaBSCO at which there is a quorum.

Certificate of Incorporation. The Certificate of Incorporation and supplemental Articles of Organization may be amended at any time by Directors' holding a two-thirds majority vote of the Board at any meeting of the Board duly called to consider such amendment.

Written Amendment. Whenever a Bylaw is amended or repealed or a new Bylaw is adapted, such action and the date on which it was taken shall be noted by the Secretary in the currently approved Bylaws in the appropriate place. A new set of Bylaws shall be prepared incorporating such changes.

Inconsistencies with certificate of incorporation. If any provisions of these Bylaws shall be found to be inconsistent with any provisions of the Certificate of Incorporation or supplemental Articles of Organization, as presently existing or as from time to time amended, the latter shall constitute the controlling authority.

Limitation of power to amend. Anything herein to the contrary notwithstanding, no change shall be made in the Certificate of Incorporation of NaBSCO or in these Bylaws which will affect the exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code.

Statutory references. Any reference herein to a section of the Internal Revenue Code or the Rhode Island General Statutes shall mean such section as it is constituted at the time of the adoption of these Bylaws and as it may hereafter be amended, added to, or otherwise changed, and it shall also include any other provision of similar purpose which may hereafter become applicable to the organization.

CERTIFICATION OF BYLAWS AS AMENDED AND ADOPTED

Certified by the Secretary of the Narragansett Bay Symphony Community Orchestra as the Bylaws Amended and Adopted at the Annual Meeting, 8 June 2020.

Ivan Kirschner
Vice President, Narragansett Bay Symphony Community Orchestra and
Chairperson, 2020 Bylaws Committee

Becky Johnson
Secretary, Narragansett Bay Symphony Community Orchestra