



Des Moines Community Orchestra

Des Moines Community Orchestra
By-Laws

ARTICLE I

Membership

- Section 1. *Members.* Any musician who has been accepted by the conductor and who pays his or her dues each segment shall be a member.
- Section 2. *Voting.* Each member shall be entitled to one vote at any meeting of members of the Orchestra.

ARTICLE II

Meetings of Members

- Section 1. *Annual Meetings.* The annual meeting of the members shall be held in May after the last concert of the fiscal year at such time and place as the President shall designate. If special circumstances dictate, this meeting may be held virtually.
- Section 2. *Special Meetings.* Special meetings of the members may be called by the President and/or the Board of Directors. The Board of Directors shall designate the time and place of such a meeting. If special circumstances dictate, this meeting may be held virtually.
- Section 3. *Quorum.* An annual meeting at which fifty (50) percent of the dues-paying members of the last segment or more members are present in person shall constitute a legal meeting for the transaction of any and all business which legally comes before it. A special meeting at which fifty (50) percent or more are present in person shall constitute a legal meeting for the transaction of any and all business within the notice of purpose for which the meeting was called and any other resolutions which are adopted unanimously by members present.
- Section 4. *Election of Board of Directors.* At the annual meeting the members shall elect board members for the orchestra from the orchestra membership.
- Section 5. *Balloting Procedures.* The sitting President, in consultation with the Board of Directors shall determine specific ballot procedures prior to each election. Should a full slate be offered with no nominations from the floor the vote may be conducted as a voice or hand majority vote. Should a slate in excess of the current open seats occur or there be nominations from the floor the Secretary shall provide paper ballots to be used in the election. The ballots shall include

the names of the persons nominated by the Nominating Committee, and shall also include space for the names of any additional candidates who may be nominated from the floor.

- Section 6. *Rules of Order.* The rules contained in *Robert's Rules of Order, Newly Revised* shall govern the meetings of the Orchestra in all cases in which they apply and in which they do not conflict with these by-laws.

ARTICLE III

Board of Directors

- Section 1. *General Powers.* The Board of Directors shall be responsible for managing the affairs, business and activities of the Orchestra and for supervising the actions of the officers and conductor.
- Section 2. *Number of Directors.* The Board of Directors shall be composed of seven (7) elected directors.
- Section 3. *Terms of Office of Elected Directors.* The term of office of elected directors shall be two (2) years. Their terms shall be staggered in order that no more than four (4) members of the Board of Directors shall be elected each year. Directors shall serve through the annual meeting of the year in which their terms expire or until their successors are elected.
- Section 4. *Removal of Directors.* The Board of Directors may, by the vote of a majority of the Directors present and voting at a regular or special meeting of the Board of Directors, remove from office a director who has failed to attend more than one-half (1/2) of the regular or special meetings of the Board of Directors held during the twelve- (12) month period immediately preceding the meeting at which such removal action is taken.
- Section 5. *Vacancies.* In the event of a vacancy on the Board of Directors for any reason whatsoever, the Board of Directors shall have the power to select a successor who shall complete the unexpired term of the person whose office is vacant.
- Section 6. *Annual Meeting of Directors.* The annual meeting of Directors shall be held within thirty (30) days following the annual meeting of the members. If special circumstances dictate, this meeting may be held virtually.
- Section 7. *Regular Meetings.* Regular meetings of the Board of Directors shall be called by the President at least once per segment at such time and place as shall be designated by the President. If special circumstances dictate, this meeting may be held virtually.
- Section 8. *Quorum.* A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- Section 9. *Manner of Acting.* The act of a majority of the Directors present at a meeting at which a quorum is present shall constitute acts of the Board of Directors unless a greater number is required by these by-laws.

ARTICLE IV

Officers

- Section 1. *Officers.* The Orchestra shall have the following officers: President, Vice President, Secretary and Treasurer, all of whom will be elected by the Board of Directors, annually.
- Section 2. *Election of Officers.* All officers shall be elected by the Board of Directors at their annual meeting and shall begin their terms of office immediately.
- Section 3. *Vacancies.* A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term at any of its meetings.
- Section 4. *Removal of Officers.* An officer shall be removed from office only upon the vote of a majority of the full membership of the Board of Directors taken at a special meeting held for the sole purpose of considering the removal of one or more officers. The notice of such special meeting shall state the purpose of the meeting and shall name the officer or officers proposed to be removed from office.
- Section 5. *President.* The President shall preside at all meetings of members and shall be the Chairman of the Board of Directors. The President shall sign contracts or other instruments which the Board of Directors shall authorize to be executed by the Orchestra.
- Section 6. *Vice President.* In the absence, inability or refusal of the President to function as required in these by-laws, the Vice President shall perform all the duties of and have the powers of President.
- Section 7. *Secretary.* The Secretary shall be responsible for the making and the preservation of complete records of all the meetings of the membership and Board of Directors and make all records regularly available to Orchestra members. The Secretary will receive and respond to all necessary correspondence. Additionally, the Secretary will be responsible for keeping an up-to-date roster on the total membership.
- Section 8. *Treasurer.* The Treasurer shall be responsible for keeping accurate records on all receipts and expenditures directly related to the Orchestra and report the financial condition to the membership and the Board of Directors at meetings of both bodies.

ARTICLE V

Engaging the Conductor

- Section 1. *Conductor.* The Conductor shall be appointed by the Board of Directors. The Conductor will work cooperatively with the Board of Directors to set dates, times and places to hold the rehearsals and concerts; and will determine the need for extra players. The Conductor will select music and soloists in the formulation of concerts.
- Section 2. *Conductor Compensation.* The Conductor is to be remunerated for his or her work with the Orchestra at an amount agreed upon between the Conductor and the Board of Directors.

ARTICLE VI

Fiscal Year

- Section 1. *Fiscal Year.* The fiscal year of the Orchestra shall begin on September 1 and end on August 31 of the ensuing year.

ARTICLE VII

Committees

- Section 1. *Nominating Committee.* The nominating committee shall consist of the entire Board of Directors. The nominating committee shall nominate from the either the current orchestra membership or a retired member of the orchestra with at least a five-year tenure at least one candidate for each vacancy on the Board of Directors. An exception may be granted for an individual specifically qualified for the position of Treasurer if no member of the orchestra possesses the necessary skills in finance and accounting to fill the role, as determined by the Board of Directors. Before nominating any person, the nominating committee shall verify with the prospective candidate that he or she is willing to serve as a Director.
- Section 2. *Other Committees.* The President shall have the authority, with the approval of the Board of Directors, to appoint any other committees as the need arises.

ARTICLE VIII

Special Rules Related to Public Health Emergencies

- Section 1. *Definition.* At any time where exigent circumstances are present in the general public that present an increased risk to public health the Board of Directors may enact Special Rules Related to Public Health Emergencies. Such rules may include enhanced participation requirements or other measures necessary to insure the health of orchestra members, volunteers, and/or the general public.
- Section 2. *Adoption.* Any implementation of the Special Rules Related to Public Health Emergencies must be approved by the Board of Directors with a two-thirds vote during any regular or emergency meeting as called by the President.
- Section 3. *Metrics.* The Board of Directors shall use, at its discretion, metrics provided by any and/or all authorities of public health to include the Polk County Health Department, Iowa Department of Public Health, Centers for Disease Control, or other qualified medical official in making their determinations. Special care shall be given to exclude personal, political, or potential financial impacts when making said decisions.
- Section 4. *Amendments and Termination.* As circumstances of the specific Health Emergencies change or evolve, the Board of Directors reserves the right to amend or append rules instituted to properly address the nature of the specific emergency by a simple majority vote. At such time as it deemed that there is no longer elevated risk to public health the Board of Directors, with a two-thirds vote, may vote to terminate the Special Rules Related to Public Health Emergencies as they apply to the specific emergency they were enacted because of.

ARTICLE VIII

Amendments

Section 1. *Amendments.* Any or all of these by-laws may be supplemented, amended or replaced at any meeting of the members of the Orchestra or at any meeting of the Board of Directors by the affirmative vote of at least two thirds (2/3) of the members or of the Directors as the case may be.

As adopted by the Des Moines Community Orchestra Board of Directors on August 28, 1990, and amended by the Board on May 02, 1991; May 16, 1995, April 14, 2009, and March 1, 2022.

By: _____ Date: _____

Michael S. Ramirez President

_____ Date: _____

Laura McNulty, Vice-President

_____ Date: _____

Carolyn Knittle, Treasurer

_____ Date: _____

Angela Aldridge, Secretary

_____ Date: _____

Hoang Bui, Member-At-Large

_____ Date: _____

Rich Gordley, Member-At-Large

_____ Date: _____

Krista Baskerville, Member-At-Large