GRANDE RONDE SYMPHONY ASSOCIATION
BYLAWS

ARTICLE I
Name

The legal name of this non-profit organization is the Grande Ronde Symphony Association.

ARTICLE II
Objective

The objective of the Grande Ronde Symphony Association is to support and promote all the music programs of the Association and its entities.

ARTICLE III
Patronship

1) Patrons

Patrons are all persons who have contributed financially or in-kind during the fiscal year.

2) Voting Rights

a) All patrons of the Association are welcome to attend all open Board of Directors meetings. Patrons will be excused for closed sessions of Board of Directors meetings where sensitive material is discussed and decided.

b) Each Patron shall be entitled to one vote on all matters for which a patronship vote is permitted.

i) Patrons are permitted to vote on the slate of officers, Directors, revisions to the Bylaws, and dissolution.

ii) There shall be no voting by proxy.

ARTICLE IV
Board of Directors

1) Duties

a) The Board of Directors shall manage, control, and direct the business and affairs of the Association.

b) Each Director shall support the direction, decisions, and goals of the Association and abide by the Code of Conduct.

c) The Board of Directors may establish new committees. Each committee shall have the powers granted to it by the Bylaws or by the Board.

d) Each Director shall serve on at least two committees.

e) Each Director shall participate, unless excused, in all fundraising activities.

2) Patronship and Election

a) The Board of Directors shall be nominated and elected from the Association's current patrons.

b) Directors may be nominated by the current board, and patrons may make nominations from the floor.

c) The number of Directors shall optimally be no fewer than 12 and no more than 15, not including ex-officio members. However, the Board may function with a quorum.

3) Vacancies

Whenever any vacancy shall occur on the Board of Directors by reason of death, resignation, or otherwise, it may be filled by the vote of the remaining Directors for the balance of the unexpired term or until a successor has been elected.

4) Removal and Termination

- **a)** A majority of voting Directors serving in office may declare vacant the office of a Director with 2 or more unexcused (no prior notification to President) absences.
- **b)** A majority of voting Directors serving in office may declare vacant the office of a Director who violates the Code of Conduct.
- **c)** A Director may be removed as a Director of the Board by a vote of two-thirds of the voting Directors then serving in office. A notice of the meeting of the Board at which the removal of a Director will be voted upon shall state that the purpose of the meeting, or one of the purposes of the meeting, is to consider the removal of a Director.

5) Terms of Service

- **a)** Each Director may serve no more than three consecutive three-year terms.
- **b)** Each officer may serve no more than two consecutive three-year terms in that particular office. If a Past President has exceeded the consecutive term limit, a one-year exception will be made for service.
- **c)** Officers and Directors elected at the Annual Meeting shall begin their term of service at the beginning of the next fiscal year.
- **d)** Directors nominated during the fiscal year shall begin their term of service immediately following approval by the Board of Directors.

6) Quorum of the Board

- **a)** Except as otherwise specified herein, a quorum of the Board shall be a majority of the currently serving Directors, including the President, at the time of the meeting.
- **b)** There shall be no voting by proxy.

ARTICLE V
Officers

1) Election of Officers

The officers shall be elected by the Patrons at the Annual Meeting.

2) Elected Officers

- **a)** A person elected to any office shall be presently serving a term as a Director.
- **b)** The elected officers of the Grande Ronde Symphony Association shall be the President, Vice President, Secretary, Treasurer, and Assistant Treasurer.
- **c)** The positions of Treasurer and Assistant Treasurer may not be held concurrently by the same person.
- **d)** No two officers of the Board shall come from the same household.
- **e)** The elected officers of the GRSA shall also be known as the Executive Committee.

3) President

- **a)** The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the Association and shall do and perform such other duties as may be assigned by the Board.
- **b)** The President shall be entitled to a vote at all meetings of the Board of Directors and committees on which the President serves.
- **c)** The President shall appoint all standing committee chairpersons.
- **d)** The President may appoint special committees from time to time.
- **e)** The President and Secretary shall have overall responsibility for all recordkeeping and safekeeping of records.
- **f)** The President is responsible for sharing all documents with the Board of Directors.
- **g)** The President is the voice and spokesperson of the Grande Ronde Symphony Association.
- **h)** The President shall authorize all disbursement of funds in writing for accounts payable.

4) **Vice President**
   - **a)** The Vice President shall perform the duties and possess and exercise the powers of the President, at the request of the President, or in the event of absence or disability of the President.
   - **b)** The Vice President shall assist the President when requested.
   - **c)** The Vice President shall have such other powers and shall perform such other duties as may be assigned by the President or the Board.

5) **Secretary**
   - **a)** The Secretary and President shall have overall responsibility for all recordkeeping and safekeeping of records.
   - **b)** The Secretary shall keep or cause to be kept the minutes of all the meetings of the Board of Directors and shall maintain in the Association's annual files copies of all minutes of the Board of Directors, Executive Committee, and committees established by the Board.
   - **c)** The minutes of each Board of Directors' meetings shall be sent to the President at least one week prior to the next Board of Directors meeting.

6) **Treasurer**
   - **a)** The Treasurer shall have the overall responsibility for disbursing all funds of the Association.
   - **b)** The Treasurer shall perform, or cause to be performed, the following duties:
     - **i)** maintain full and accurate accounts of all financial records of the Association.
     - **~~ii)~~** disburse all moneys necessary for the operations of the Association for accounts payable, **following authorization by the President.**
   - **c)** The Treasurer shall preside over the Budget Committee and shall submit a budget proposal to the Board of Directors for the coming fiscal year, at least two months prior to the Annual Meeting.
   - **d)** The Treasurer shall direct and supervise the keeping of regular books of account; shall render financial statements to the President and the Board of Directors at proper times; and shall have charge of the preparation and filing of all reports, financial statements, and returns required by law.
   - **e)** The Treasurer shall give to the Association any fidelity bond that may be required, the premium for which shall be paid by the Association as an operating expense.
   - **f)** The Treasurer shall perform any duty as directed by the President.
   - **g)** The Treasurer shall transfer funds to and from the investment accounts only upon approval by a quorum of the Board of Directors, as per Article IX.2.b of the Bylaws.

7) **Assistant Treasurer**
   - **a)** The Assistant Treasurer shall assist the Treasurer with the overall responsibility for all funds of the Association.
   - **b)** The Assistant Treasurer shall receive all income of the Association, in coordination with the Treasurer, and with the Treasurer, provide its safekeeping.
   - **c)** The Assistant Treasurer shall keep accurate records of income.
   - **d)** The Assistant Treasurer shall be a member of the Budget Committee and shall assist in preparing and submitting a budget proposal.
   - e) The Assistant Treasurer shall be a member of the Investment Committee to assist in monitoring investment accounts.
   - **f)** The Assistant Treasurer shall perform any duty as directed by the President or the Treasurer.

8) **Past President**
   - **a)** When a new President is elected, the previous President shall serve one year as Past President, and voting member of the board. See Article IV.5.b
   - **b)** The Past President shall serve as a voting member on the Executive Committee.
   - **c)** The Past President shall serve as an informal advisor to the President.

ARTICLE VI
Ex-Officio and Honorary Directors

1) Ex-Officio

a) The Ex-Officio members of the Grande Ronde Symphony Association shall serve in an advisory, non-voting capacity to the Board of Directors and to the Executive.

b) The Grande Ronde Symphony Orchestra Music Director shall be an ex-officio member of the Board.

c) The Grande Ronde Junior Symphony Music Director shall be an ex-officio member of the Board.

d) The Eastern Oregon University liaison person to the GRSA Board shall be an ex-officio member of the Board.

2) Honorary Directors

There shall be no Honorary Directors or officers.

ARTICLE VII
Meetings

1) Annual Meeting

a) The Annual Meeting of this association shall be held near the end of the fiscal year.

b) Notice of Annual Meetings shall be given at least two and not more than four weeks in advance.

c) Election of officers shall take place at the Annual Meeting.

d) Election of Directors shall take place at the Annual Meeting.

e) Amendment(s) to the Bylaws shall be voted on at the Annual Meeting.

f) A budget for the next fiscal year shall be presented at the Annual Meeting for approval by the Board of Directors.

g) A quorum for the Annual Meeting shall be a majority of the currently serving Directors.

2) Executive Committee Meetings

a) The Executive Committee of the Grande Ronde Symphony Association shall meet as needed to plan and prepare the Board's business.

b) A quorum for Executive Committee meetings shall consist of a majority of the elected officers.

3) General Board Meetings

a) Meetings of the Board of Directors shall be held monthly, at such times and places as are set by the President.

b) A quorum at a Board meeting shall be a majority of the number of Directors serving at the time the meeting begins.

c) Each chairperson shall present a report of the committee's meetings and activities, if relevant at the time, during ~~at~~ each Board of Directors meetings.

4) Special Meetings

a) Special meetings of the Board of Directors shall be held at the time and place to be determined by the Executive Committee or the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting shall be delivered to each Director not less than two days prior to the special meeting.

5) Meetings by Telecommunication or Computer

a) Any regular or special meeting of the Board of Directors may be held by telecommunications or electronic means, when a quorum of Directors is able to participate in real time.

b) All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

6) Minutes of Meetings

a) Minutes shall be taken at all meetings of the Board of Directors, Executive Committee, and standing committees, if possible.

b) All minutes shall be shared with the Board of Directors.

c) All minutes shall be archived electronically and minutes of the Board of Directors will also be archived in hard copy.

ARTICLE VIII
Committees

1) **Committee Membership**
   - **a)** The Committee chairperson must be a member of the Board of Directors.
   - **b)** Committee members do not have to be on the Board of Directors.
2) **Executive Committee**
   The Executive Committee (see Article V.2.d) shall have the authority to make ongoing decisions between Board meetings and shall have the authority to make normal budgetary decisions.
3) **Nominating Committee**
   - **a)** The Nominating Committee shall be a three-member committee. All three members shall constitute a quorum.
   - **b)** The Nominating Committee shall meet in February to determine a slate of officers to be submitted at the April meeting.
   - **c)** The Nominating Committee shall submit a slate of prospective Directors at the Annual Meeting to replace members whose terms have expired.
   - **d)** The Nominating Committee shall submit a slate of prospective Directors as soon as is reasonable to fill the unexpired term of any Director.
   - **e)** The Nominating Committee, working with the President and Secretary, shall maintain a record of Board of Directors with the beginning and ending dates of each Director's term.
4) **Standing Committees**
   - **a)** The standing committees of the GRSA may include, but are not limited to, Executive, Nominating, Fundraising, Budget, Investments, Marketing, Music Advisory, and Youth and Adult Programs.
   - **b)** The Board of Directors shall have the power to establish committees to carry out specific functions and tasks.
     - **i)** The President shall appoint committee chairpersons.
     - **ii)** The Directors shall choose the committees on which they wish to serve.
   - **c)** Committees may be established or dissolved by a majority vote of the Board of Directors.

ARTICLE IX
Finances

1) **Budget**
   - **a)** The fiscal year of the organization shall be July 1 to June 30, herein referred to as "the year."
   - **b)** The annual budget for the next year shall be prepared by the Budget Committee which shall comprise the Treasurer, the Assistant Treasurer, the President, and at least two Directors.
   - **c)** Notes shall be written at all meetings of the Budget Committee to explain any and all changes to the proposed budget. These notes shall be shared with the Executive committee and the Board of Directors.
   - **d)** The prepared annual budget shall be submitted for approval to the Board of Directors two months before the Annual Meeting.
   - **e)** The Board of Directors shall approve the budget at its Annual Meeting.
   - **f)** The financial records shall undergo an internal audit on even numbered calendar years in August.
   - **~~g)~~** The Executive Committee and two current GRSA Directors shall be responsible for the internal audit. If current Directors are not available, former Directors may be requested to assist in the audit.
2) **Investments**
   - **a)** The Association shall monitor special funds to underwrite the long-term pursuit of its goals.
   - **b)** The management of the investments shall be guided by the Board of Directors and a standing committee which meets at least once a year to explore options for the Board of Directors to consider. All withdrawals, deposits and transfers shall require prior approval by the Board of Directors.
   - **c)** Provisions for the practices of the investment funds shall be subject to the Bylaws of the Association and shall be subject to the same rigor and standards and approval process as the GRSA Bylaws.
3) **Account Management**

The signatories on all investment accounts shall be the President. The signatories on all operating accounts shall be President and Treasurer.

ARTICLE X
Conflicts of Interest

1) Potential or Actual Conflict of Interest

a) The Board of Directors may take any action involving either a potential conflict of interest or an actual conflict of interest. Prior to taking any action in an official capacity on any matter involving a potential conflict of interest or an actual conflict of interest for a Director, the Director shall publicly announce the nature of the potential or actual conflict of interest.

b) Any Director having an actual conflict of interest in an action, in addition,

i) shall not participate in the deliberations except to answer questions

ii) shall not be present in the room during the deliberations except to answer questions, and

iii) shall not vote on the issue.

ARTICLE XI
Indemnification

1) No Director of the Association shall have any personal liability to the Association for monetary damages for conduct as a Director, provided that this provision shall not be deemed to eliminate or limit the liability of a Director for:

- Any breach of the Director's duty or loyalty to the Association;
- Act or omission not in good faith or which involve intentional misconduct or a knowing violation of law;
- Any unlawful distribution;
- Any transaction from which the Director derived an improper personal benefit; or
- Any act or omission in violation of Oregon Nonprofit Corporation Act.

2) The Association shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, administrative, investigative, or otherwise (other than an action, suit, or proceeding by or in the right of the Association) by reason of the fact that the person is or was a Director of the Association.

3) The Association may indemnify any person who is made, threatened to be made, a party to an action, suit, or proceeding whether civil, criminal, administrative, investigative, or otherwise (other than an action, suit, or proceeding by or in the right of the Association) by reason of the fact that the person is or was an employee, or agent of the Association, or was serving at the request of the Association as an employee or agent of another association, partnership, joint venture, trust, or other enterprise. The Board of Directors may, but shall not be required to, grant such personal right of indemnification.

4) At the discretion of the Board of Directors, the Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of Association against any liability asserted or incurred by such person in any such capacity whether or not the Association would have the power to indemnify said person against such liability under the provisions of this Article.

5) The indemnification referred to in various paragraphs of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law, or equity, or agreement, or action of Association. The purpose of this Article is to augment the provisions of the Oregon Nonprofit Corporations Act.

ARTICLE XII
Miscellaneous

1) Amendments

These bylaws may be amended by a majority vote of the Board of Directors at the Annual Meeting, provided a public notice of the meeting is publicized least two weeks prior to the meeting.

2) Archives

a) The President and Secretary shall also serve jointly as the Archivists for the Association. The President and Secretary are charged with keeping the archives current and available upon request.

b) All archive materials must be housed in the designated office space and in a secure electronic digital backup system.

~~c)~~ The archives shall consist of paper copies of the association's documents dating back five years. After the five year period, documents shall be disposed of by a licensed shredding provider These include copies of minutes, financial reports, concert programs, bylaws, articles of incorporation, tax filings, insurance information, inventory of instruments, inventory of music, etc. The archives shall be kept in a secure electronic backup system.

d) A copy of all the minutes of meetings of the Executive Committee, general meetings, meetings of the Investment Committee, Budget Committee, etc. shall be placed into the archives.

e) The annual budget, monthly budget reports, bank statements, and investment reports shall be placed in the archives.

f) The grant applications, and all supplemental documents for grant applications, shall be placed in the digital or electronic system archives.

g) Any media articles shall be placed in the archives.

ARTICLE XIII
Dissolution

1) In the event of the dissolution of the Grande Ronde Symphony Association, any funds remaining in its accounts shall be disbursed as follows:

a) All outstanding bills and obligations of the association shall be paid.

b) Agreements of trusteeships and special funds shall be honored and those funds dispersed, as agreed.

c) All remaining funds shall be disbursed by the Board to one or more non-profit organizations located in Union, Baker, or Wallowa counties which are committed to the support of musical performance and music education.

These revised bylaws were reviewed and approved by the Board of Directors of the Grande Ronde Symphony Association at the Annual Meeting in La Grande, Oregon in June 2024. These revised bylaws shall become effective June 30, 2024.

President_____ Date_____

Secretary_____ Date_____

Treasurer _____ Date_____