



Brookings-Harbor Friends of Music

Bylaws

Revised November 19, 2019

BYLAWS OF THE BROOKINGS-HARBOR FRIENDS OF MUSIC

ARTICLE I: NAME

The name of this organization shall be the Brookings-Harbor Friends of Music.

ARTICLE II: PURPOSE

The purpose of this organization shall be to promote interest in musical expression and enhance the cultural climate of the region by presenting classical music programs and promoting other musical genres throughout the year. This organization shall also encourage, guide, and provide tools to novice, student, and under-privileged community members to participate in a variety of performing arts activities by making educational, out-reach, and scholarship opportunities available.

ARTICLE III: MEMBERSHIP

SECTION I. Membership is open to the public with payment of membership dues.

SECTION II. The Board of Directors may confer honorary membership without payment of dues to such individuals who in their opinion have contributed to public affairs or performing arts. Honorary members may not hold office, propose a motion, or exercise a vote.

SECTION III. Any member may be expelled by a majority vote of the Board of Directors for action detrimental to the interests of the Brookings-Harbor Friends of Music. To that end, the procedure shall be as follows: a hearing date and written charges shall be prepared by the Board and a copy sent by certified letter to the member in question. The member may present a rebuttal, but may not be present when the vote is taken. The member's failure to respond to the certified letter shall constitute agreement with the charges, and the Board may proceed to vote on expulsion. Members who commit illegal activities may be subject to immediate expulsion without notice by a majority vote of the board.

SECTION IV. Dues for membership shall be set by the Board of Directors.

ARTICLE IV: MEETINGS

SECTION I. A general membership meeting shall be held yearly at a place designated by the Board of Directors.

SECTION II. The Board of Directors shall call a membership meeting upon petition signed by the majority of the membership.

SECTION III. Notice of special meetings of the membership shall be given to each member by personal telephone communication, written notice, or email to the member's last known address at least five days in advance of the time and place of the meeting.

SECTION IV. Each member shall be entitled to attend any meeting of the Board of Directors and shall be entitled to speak to the Board on any matter relating to the Brookings-Harbor Friends of Music structure or activities.

ARTICLE V: BOARD OF DIRECTORS

SECTION I. Dues paying members in good standing are eligible to be interviewed to serve as a member of the Board of Directors. Guidelines for selection of board members are listed in the Board Member Selection Policy.

SECTION II. Married couples and others who have close family, business or personal relationships are not allowed to serve as board members during the same term.

SECTION III. The government of the Brookings-Harbor Friends of Music, the direction of its activities and the control of its property, as well as all questions of policy, shall be vested in the Board of Directors consisting of up to nine (9) members. The term of each director shall be for a period of two (2) years with no limit on the number of terms served. Attendance at official board meetings by a majority of the current board members shall constitute a quorum.

SECTION IV. The Board of Directors shall meet no less frequently than once a month or at the call of the President or upon the demand of three (3) of their number. All Directors of the Board shall be promptly notified of the time and place of such meeting at least 5 days in advance.

SECTION V. At the discretion of the Board of Directors, any Board Member missing three (3) consecutive meetings of the Board without a valid excuse so recorded in the minutes of the Board shall be considered a resignation and may be acted upon by the Board of Directors as such.

SECTION VI. Vacancies on the Board shall be filled by appointment upon a majority vote of the Board. The member so appointed shall hold office for the remainder of the vacated term.

SECTION VII. No proxies shall be permitted on any vote by the Board. With Board approval, Board members who may be ill or out of town may remotely attend and vote at any Board meeting with the aid of an electronic device that allows audio participation.

SECTION VIII. The Board of Directors of the Brookings-Harbor Friends of Music shall adhere to high ethical and professional standards in its work and relationships. The Board shall conscientiously steward the resources entrusted to them. All board members shall be familiar with and abide by the Brookings Harbor Friends of Music Bylaws and policies. A signed document describing the expected commitment, code of ethics, and conflict of interest disclosure is required from each Board member.

SECTION IX. All Board members shall acknowledge they are volunteers for the Brookings-Harbor Friends of Music. Payments made to any Board member will be limited to approved and properly documented expense reimbursement. No Board member shall be paid for any service provided the organization.

SECTION X. If one or more directors feel that the goals and purposes of the organization would be better served if particular board member(s) were to be dismissed, then a motion for a vote of no confidence may be made at any regular board meeting. If, by majority vote of the board members, it is determined that the board has no confidence in the subject board member(s) they shall be dismissed from the board.

In the event of a contested dismissal, the Board's decision shall remain in full force and effect until and unless it is reversed by membership vote to be conducted as follows:

Upon receipt of written notice to contest from any dismissed Board member(s) The Board shall within five days issue a single issue ballot to the membership. The ballot shall state that the Board has entered a no confidence vote in the subject Board member(s) and will seek a YES or NO vote from the membership either affirming or reversing the Board's dismissal decision. The result will be determined by a majority of the votes cast by the membership. The Board shall conduct the vote and announce the result 20 days after the ballots are sent to the membership. The membership's vote shall be conclusive as to the dismissal.

SECTION XI. If a board member is temporarily unable to serve, a leave of absence may be granted. All leave of absence requests are subject to approval by a vote of the majority of the remaining board members. Terms and conditions governing an approved leave of absence are defined in the Board Member Leave of Absence policy.

ARTICLE VI: ELECTIONS

SECTION I. Nominations shall be made in October by members of the Organization. Ballots shall be mailed to the current membership by November 1.

SECTION II. All voting shall be by ballot with those receiving the greatest number of votes being elected. No proxies shall be permitted.

SECTION III. The President shall appoint, with the approval of the Board, an election committee to count the ballots. Any Board member running for re-election shall not be a member of the ballot counting committee.

SECTION IV. Only members in good standing, 18 years of age or older, shall be eligible to vote for Directors.

SECTION V. The official results of the ballot count will determine the appointments to the Board of Directors. Newly elected Directors shall take office on the first day of January.

ARTICLE VII: OFFICERS

SECTION I. Officers shall be elected by the Board from among its members for a one-year term and shall consist of President, Vice President, Secretary, and Treasurer. No Board member can be elected to more than one officer position.

SECTION II. The President shall preside at all meetings of the Board and general membership. The President, contingent on the approval of the Board, shall sign all contracts, agreements, and banking matters other than normal expenses paid by the treasurer as defined in financial and internal control policies. The President shall be the primary representative for the organization, when required, to address the public or media. The President shall introduce all acts at all performances unless the President appoints someone else for that purpose. The President is an authorized signatory for all operating and investment accounts,

SECTION III. The Vice President shall act in the absence of the President. In the absence or disability of both the President and Vice President, one of the other Directors shall be chosen by the Board to assume such title together with all duties and responsibilities. The Vice President is an authorized signatory for all

operating and investment accounts.

SECTION IV. The Secretary shall be in charge of writing the minutes of meetings and presenting them at the following meeting of the Board for approval. The Secretary shall archive all such minutes and deliver them to the next individual to hold the office.

SECTION V. The Treasurer shall receive and disburse funds as defined in financials and internal control policies, and report to the Board as defined in Article VIII, Section II. The Treasurer shall be one of three authorized signatory on all operating accounts. To help ensure separation of duties, the Treasurer may not serve on the investment committee or participate in the selection of an accounting firm engaged to monitor financial activity and/or file tax returns for the organization.

ARTICLE VIII: MONIES

SECTION I. The Board of Directors has overall fiduciary responsibility for all monies and assets owned by the Brookings-Harbor Friends of Music.

SECTION II. The Treasurer shall manage financial activities as defined in the financial and internal control policies. Operating funds shall be held in a federally insured banking institution approved by the Board of Directors. In the absence of the Treasurer, the President or Vice President may authorize deposits and withdrawals. The Treasurer is responsible for the interface with the accounting firm; for complying with Income Tax Basis Accounting requirements; and supplying records and documents that conform to the accounting firm's requirements, recommendations and deadlines. The Treasurer shall provide a monthly report to the Board that includes a balance sheet and revenue and expense statement, with supporting documentation for that month.

SECTION III. The Investment Committee, composed of Board members appointed by the Board, shall manage all activities associated with the long term investment of donor and endowment monies; subject to Board approval and governed by the investment Committee Charter and the Investment Policy Statement. Investment Committee activities include setting goals, investment objectives with risk tolerance, identifying managers, and performance reporting. The Investment Committee is responsible for monthly reporting to the Treasurer and quarterly performance reporting to the Board. The President and Vice President are authorized to implement Board approved transactions and access records.

SECTION IV. An independent compilation of Treasurer and Investment Committee records shall be conducted annually by a Certified Public Accountant (CPA) simultaneously with the preparation of the income taxes. The Treasurer shall make a report thereof to the Board. A review or audit may be conducted by the CPA firm at the request and approval by the Board. Any independent review or audit by a CPA shall be made available to any member upon request.

ARTICLE IX: COMMITTEES

SECTION I. Committee chairs, members of standing, and special committees may be nominated by any Board member and approved by a majority vote of the Board.

SECTION II. The Board of Directors shall authorize and define the powers and duties of a committee.

SECTION III. At least two members must be present at any committee meeting to constitute a quorum for

the transaction of business.

SECTION IV. Any and all findings and reports developed by committee shall be approved by the Board of Directors before being made available to either the membership or the public.

SECTION V. The Board of Directors may remove any committee chair or committee members with a majority vote of the Board.

SECTION VI. Only dues paying members in good standing are eligible to serve as committee members.

ARTICLE X: PARLIAMENTARY PROCEDURE

SECTION I. The meeting of the Board shall be governed and conducted in accordance with generally recognized parliamentary procedures.

ARTICLE XI: DISSOLUTION

SECTION I. In the event of dissolution of this organization, one of its final acts after payments of all debts consistent with Federal and State regulations shall be to distribute all remaining assets to one or more tax-exempt charitable organizations supporting the performing arts.

ARTICLE XII: AMENDMENT OF THE BYLAWS

SECTION I. By the Members: The right to amend, alter, or repeal any provision of these Bylaws regarding the number, term, and election of the Directors of the Brookings Harbor Friends of Music, shall be reserved to the members, by majority vote by mail in ballot or at any regular or special member meeting.

SECTION II. By the Board of Directors: Except as reserved to the members stated above, any other provision of these Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the whole Board of Directors at any regular or special meeting of the Board.

ARTICLE XIII: ADOPTION OF THESE AMENDED BYLAWS OF THE BROOKINGS HARBOR FRIENDS OF MUSIC

These Bylaws are hereby enacted in their entirety replacing any previous Bylaws and portions thereof on this 19th day of November, 2019.

Attested by:
President *M. Sewhouse* 11/19/2019
Secretary *Stacy Bergstedt* 11-19-19