

BYLAWS
of the
PORTLAND COMMUNITY ORCHESTRA

ARTICLE I – NAME

NAME. This organization shall be known as the Portland Community Orchestra, also designated herein as PCO, a non-profit organization incorporated in the State of Maine.

ARTICLE II - MISSION

Section 1: PURPOSE. The Portland Community Orchestra (PCO) offers amateur musicians an opportunity for mutual growth and understanding through the experience of musical performance in a supportive and collaborative setting. The purpose for which PCO is organized and operated is exclusively educational and literary defined in Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 2: OBJECTIVES. The objectives of PCO shall be

- A. to create and maintain a non-profit community orchestra,
- B. to offer amateur instrumentalists from southern and mid-coast Maine an opportunity to perform symphonic music,
- C. to foster music education and performance for both youth and adults, and
- D. to provide cultural enrichment through symphonic music to the community at large.
- E. to foster, inspire and nurture future leaders in community music and arts management.

Section 3: ACTIVITIES. In furtherance thereof, PCO 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 Maine in accordance with these Bylaws.

ARTICLE III - DEFINITION OF TERMS

Section 1: "PCO" shall mean Portland Community Orchestra.

Section 2: "The Board" shall mean the Board of Directors of PCO.

Section 3: "Membership" shall mean the members of the Board, musicians, and the Music Director.

Section 4: "The Concert Season" shall refer to the period of PCO rehearsals and concerts, usually in the months of September through June.

ARTICLE IV – MEMBERSHIP

Section 1: MUSICIANS. Any person interested in performing with PCO may inquire with the Music Director or a Board member. Scheduling auditions and accepting applicants are at the discretion of the Music Director. The Music Director may form a committee to assist in judging auditions. Final decisions

on the acceptance of musicians will reside with the Music Director. All musicians shall abide by the policies and procedures of the PCO as set forth in the PCO Member Handbook.

A. FEES AND ASSESSMENTS. As necessary, membership fees and/or assessments may be levied, as determined by the Board of Directors.

B. RELEASE FORMS. All members and guest performers shall sign and submit an audio/video release before participating with the PCO. The Orchestra shall retain release statements in perpetuity.

C. GUEST PERFORMERS AND SOLOISTS. One objective of PCO is to provide an opportunity for musicians in southern and mid-coast Maine to perform symphonic music. As part of this educational mission of the orchestra, guest players are invited to perform as ensemble members or soloists, subject to the availability of parts and approval of the Music Director.

Section 2: MUSIC DIRECTOR. The Music Director shall serve at the pleasure of the Board of Directors, preside at rehearsals and concerts, recommend special rehearsals, and oversee the musical quality of the Orchestra. The Music Director shall not make any decision having a financial impact on the Orchestra without prior approval of the Board of Directors.

A. The Music Director is appointed and hired by the Board, with the approval of a majority of Orchestra members. Compensation to be determined by the Board of Directors.

B. In the event of an actual or anticipated vacancy in the office of Music Director, the PCO President shall appoint a committee to search for a new Music Director. The Search Committee shall post the position with regional professional organizations, review all applications received by the deadline, and select no more than four finalists. Each finalist shall select repertoire and conduct the orchestra in rehearsals and a portion of or all of a performance. After the last finalist's concert, the Search Committee shall submit its recommendations to the Board. The PCO President shall, in compliance with these Bylaws, call a Special Meeting of the Membership (if the Annual Meeting is not timely) to select a new Music Director. Approval by majority vote of the members present at the meeting shall determine which finalist will be appointed by the Board of Directors as the new Music Director.

Section 3: BOARD OF DIRECTORS.

ARTICLE V - BOARD OF DIRECTORS

Section 1: BOARD OF DIRECTORS. PCO shall be governed by a Board of Directors. The Board shall be responsible to the Membership for implementation of the stated purposes of PCO and shall provide guidance and direction to the Operating Officers.

A. The Board of Directors shall consist of a minimum of five (5) and a maximum of nine (9) elected Directors. The number shall be set by majority vote of the Board of Directors.

B. Directors shall be elected to staggered two-year terms at the Annual Meeting of the membership.

C. **Four** Operating Officers: President, **Vice-President**, Secretary, and Treasurer. The President and Secretary shall be elected in even-numbered years. The **Vice-President** and Treasurer shall be elected in odd-numbered years.

D. Mid-term vacancies on the Board may be filled by appointment through a vote of the Board to fill the unexpired term until the next Annual Meeting. If there is a remaining year of this unexpired term, members will vote at the next Annual Meeting to fill this unexpired term for the remaining year.

ARTICLE VI - OPERATING OFFICERS

Section 1: The Operating Officers (President, Vice-President, Secretary and Treasurer) shall be responsible for carrying out the day-to-day business and operational activities of PCO.

Section 2: PRESIDENT. The PCO President shall chair all meetings of the membership and of the Board as a voting member. The President shall oversee all operating activities and details to ensure successful performances by the Orchestra. The President shall appoint committees as required. The President shall, with the Treasurer, be a Legal Signatory for PCO.

Section 3: VICE-PRESIDENT. The PCO Vice-President shall chair meetings in absence of President. The Vice President shall facilitate communication between the membership and the Board of Directors.

Section 4: SECRETARY. The PCO Secretary shall record minutes of all meetings and maintain records of the organization. The Secretary shall give notice of all meetings including the Annual Meeting and meetings of the Board of Directors. The Secretary shall also serve as Chair of the Bylaws Revision Committee. The Secretary shall make the latest revised Bylaws available to the Membership through print or any electronic media commonly and currently used by PCO.

Section 5: TREASURER. The PCO Treasurer shall be a Legal Signatory of the organization, shall collect, disburse and account for all PCO funds and be responsible to the Board for all financial activities of PCO. 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 PCO at each Board meeting and work with the Budget Committee to prepare an Annual Projected Budget of expenses and disbursements for PCO before the last Board meeting prior to the Annual Meeting each year.

ARTICLE VII – COMMITTEES

Committees may be constituted as determined by the Board of Directors. Committees shall be headed by a Board member and may include volunteers.

ARTICLE VIII – FISCAL YEAR

The Fiscal Year shall be from January 1 - December 31 annually.

ARTICLE IX – MEETINGS

Section 1: BOARD OF DIRECTORS MEETINGS.

A. The Board of Directors shall have regular meetings as necessary, separate from the annual or emergency meetings to discuss and implement goals for PCO, to give guidance to the Operating Officers and Music Director, and to prepare for subsequent meetings. Additionally, the Board of Directors may conduct business by any current means generally acceptable to businesses, including,

but not limited to electronic transmissions. Board meetings shall be chaired by the President as the Board Chair and conducted according to Robert's Rules of Order, Newly Revised.

B. A quorum for the Board of Directors is 4/5 of the Board. Board meetings will be open to members of the Orchestra, unless the Board by majority vote has chosen to hold an executive session.

C. To pass a motion a simple majority of a quorum is needed.

Section 2: ANNUAL MEETING.

A. An Annual Meeting shall be held each year in the spring, to hear reports of the Operating Officers and to act upon any general business, including elections of Board Members. Musical programming for the subsequent season, as decided by the Music Director, may be announced at the Annual Meeting. The Annual Meeting shall be chaired by the President or duly appointed designee, and shall proceed by Robert's Rules of Order, Newly Revised.

B. A quorum for the Annual Meeting shall consist of a majority of the PCO membership in attendance at the opening of the meeting. A simple majority of the quorum is needed to pass a motion.

C. An announcement/notice of each Annual Meeting shall be presented to the membership at least two weeks prior to the date of the meeting.

D. The announcement of the Annual Meeting shall include an accompanying statement of purpose and the proposed slate of officers/candidates for election to the following year's Board.

E. The Board shall make a reasonable attempt to notify all members through any or all of the following methods: the PCO website and/or any PCO electronic media including but not limited to email; verbal announcements at rehearsals or concerts; telephone messages; and distribution of written announcements by hand or mail.

Section 3: EMERGENCY/SPECIAL MEETINGS.

A. As the need arises, a majority vote of the Board may call an emergency meeting of the general membership of PCO. Actions specifically disallowed at emergency meetings include revision of Bylaws, and votes on any major change(s) which could jeopardize the continued existence of PCO.

B. The quorum for emergency meetings shall equal that of Annual Meetings.

ARTICLE X - AMENDMENT OF BYLAWS

Section 1: AMENDMENT VOTE. **Changes and amendments to the Bylaws shall be approved by a 2/3 majority of the Board and then sent to the Membership for approval by a simple majority at an Annual Meeting.** ~~The Bylaws may be changed or amended by a 100% vote of a 4/5 quorum of the Board at an Annual Meeting of PCO.~~

Section 2: LIMITATION OF POWER TO AMEND. Anything herein to the contrary notwithstanding, no change shall be made in these Bylaws which will affect the exempt status of the organization under Section 501(c)(3) of the Internal Revenue Code.

Section 3: WRITTEN AMENDMENT. Whenever a Bylaw is amended or repealed or a new Bylaw is adopted, such action and the date on which it was taken shall be noted by the Secretary on the original Bylaws in the appropriate place and a new set of Bylaws shall be prepared incorporating such changes.

ARTICLE XI

Section 1: DISSOLUTION. Dissolution of PCO requires a 100% vote of the Board of Directors. In the event of dissolution, all of the real assets of PCO shall be distributed to one or more non-profit corporations which satisfy the intent of section 501(c)(3) of the United States Internal Revenue Code and are engaged in similar musical activities. No member or Officer of PCO shall realize any financial gain as a result of this dissolution.

Section 2: INDEMNIFICATION AND REIMBURSEMENT. PCO shall be bound by and comply with the provisions of Maine Statutes pertaining to the indemnification of corporate Members, Directors, Officers and Agents.

Section 3: STATUTORY REFERENCES. Any reference herein to a section of the Internal Revenue Code or the Maine 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.

Section 4: CONFLICT OF INTEREST. Board members shall abstain from any decisions involving family members or any matters involving a direct or indirect material interest.

Section 5: NON-DISCRIMINATION. PCO does not discriminate against individuals on the basis of race, color, sex, sexual orientation, gender identity, religion, disability, age, veteran status, ancestry, or national or ethnic origin.

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