

# NVYO BYLAWS

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# Northern Valley Youth Orchestras

## Bylaws

### **I. Name**

The name of this organization shall be the Northern Valley Youth Orchestras (hereinafter NVYO)

### **II. Purpose**

The purpose of NVYO shall to be to provide an exceptional musical education experience for the members of the orchestras and chamber music programs and to provide artistic performances that enrich the lives of developing musicians, our communities, and our region.

### **III. Inclusionary Policies**

- A.** NVYO works cooperatively with public and private schools, public school teachers, private music instructors and post-secondary programs in the area to promote and provide music development opportunities for young people. The NVYO provides an enrichment opportunity for orchestral and chamber music performance and is not intended to replace those programs offered by the schools.
- B.** NVYO does not discriminate on the basis of race, creed, gender, religion, or national origin.

### **IV. Definition of NVYO Membership**

An NVYO member is a person who participates in the activities and functions of NVYO programming. NVYO membership consists of voting and nonvoting members.

#### **A. Voting Members**

##### **1. Voting Members consist of the following:**

- a.** Active NVYO participants over 19 yrs. This includes directors of NVYO groups, conductors and coaches.
- b.** All parents/guardians of active NVYO program participants.
- c.** Community Members who have been approved by the board.

**2. Only one vote per household**

**3. Members with Conflicts of Interest or Loyalty**

An NVYO voting member should abstain from voting on any measure in which the member has a conflict of interest or loyalty.

A conflict of interest and/or loyalty occurs when a NVYO voting member stands to benefit financially or personally from a voting measure and/or when the voting member's interests, loyalties, or affiliations would influence a voting decision in a way that conflicts with the best interests of NVYO.

**B. Non-Voting Members**

**1. Executive Director**

**2. NVYO Participants under the age of 19**

**V. NVYO Meetings**

**A. Annual Meetings**

1. The NVYO shall hold an Annual Meeting to inform the general membership of the business conducted by the NVYO during the past year and to report the results of the board election.
2. The Annual Meeting shall be scheduled and conducted at a time and place determined by the Board of Directors.
3. Notice of the Annual Meeting shall be distributed to all Members of NVYO a minimum of ten (10 days) prior to the Annual Meeting.

**B. Special Meetings**

1. Special meetings may be called when matters of importance mandate.
2. Special Meetings may be called by a majority of the Board of Directors or by a minimum of twenty (20) voting members.
3. Notice of special meetings shall be announced to members of the NVYO at least 5 days in advance of the Special meeting, and shall include the date, time, place, and reason for such meeting.

## **VI. Voting at NVYO Annual and Special Meetings**

### **A. Quorum**

1. A quorum of voting members is necessary for the meeting and voting to take place.
2. A quorum of the Voting Membership consists of twenty (20) of the NVYO Voting Members at an officially called NVYO meeting.
3. At an NVYO Annual or Special Meeting and before the general membership votes on any measure, the Secretary shall note how many Voting Members are present and determine in good faith whether a quorum of Voting Members exists.

### **B. Voting**

1. Once a quorum has been established, it must continue to exist in order for voting to take place.
2. Absentia and Proxy Voting are not permitted
3. Ballot results will be counted and announced by the Secretary and other members of the board of directors.

## **VII. NVYO Committees**

### **A. Standing Committees**

#### **1. Governance Committee**

##### **a. Purpose**

The Governance Committee works with the Executive Director to provide sustainability for NVYO by monitoring, overseeing and providing direction to the Board for the pursuit of NVYO's mission. It provides advice and guidance to the Board in final decision making, provides structure for all aspects of the board's activities.

##### **b. Responsibilities**

The Governance Committee's responsibilities shall include but are not limited to:

- i. making recommendations to the Board in regards to the functioning's of NVYO,

- ii. overseeing the board education and development,
- iii. overseeing the position of the Executive director,
- iv. overseeing evaluations of the Board of Directors, the Executive Director, the conductors and the program itself,
- v. overseeing the process of recruiting and election of new board members and
- vi. drafting and revising the Bylaws.

## **2. Finance Committees**

### **a. Purpose**

The Finance Committee works with the Executive Director and the treasurer to monitor the finances of NVYO. The committee is often chaired by the board treasurer and may consist of board and non-board members who support the organization and have expertise in financial matters. Committee members should also have no financial interest in the organization outside of their fiduciary responsibility.

### **b. Responsibilities**

The Finance Committee's responsibilities shall include but are not limited to:

- i. developing the NVYO budget
- ii. creating internal controls
- iii. implementing safeguards to protect assets
- iv. setting long term financial goals
- v. reviewing insurance coverage

## **B. Task Force Committees**

1. Task force committees are ad hoc committees that assist in fulfilling the purposes of the NVYO by carrying out specifically defined tasks.
2. The Board of Directors shall appoint committees when deemed appropriate and necessary to assist in fulfilling the purposes of the NVYO.
3. Such committees shall fulfill their purposes and continue to operate only as long as their assigned responsibilities remain necessary.
4. Task force committees shall report on their work at Board of Director's meetings during the committees' existence.

## **VIII. NVYO Governing Bodies**

### **A. Board of Directors**

#### **1. Membership**

The Board of Directors consist of a minimum of eight (8) and a maximum of eleven (11) NVYO members who are elected by the NVYO voting members. Those elected will begin their terms at the first NVYO Board Meeting of the Season.

#### **2. Purpose**

The NVYO Board of Directors shall carry out the business of NVYO and encourage the positive growth and success of the NVYO programs

#### **3. Responsibilities**

The responsibilities of the Board of Directors shall include but are not limited to

- a Approving the applications of NVYO community members
- b. Election of the Executive Board,
- c. Hiring, overseeing and/or removing the Executive Director,
- d. Hiring conductors and coaches as recommended by the Executive Director,
- e. Retaining legal counsel; and handling all other administrative needs
- f. Appointing NVYO ad hoc task force committees

#### **1. Nomination and Election of Board of Directors**

- a. Candidates for open positions on the NVYO Board will be solicited and recruited and approved by the Board of Directors.
- b. Elections of new members *to* the Board of Directors will take place in the spring prior to the Annual Meeting.
- c. Absentia voting is permitted.
- d. Proxy voting is not permitted.
- e. Election procedure is determined by the Board of Directors.

- f. Board positions shall be filled by those with greatest number of votes
- g. At the Annual Meeting, results of the election will be announced by a member of the Board of Directors.

## **2. Term Length**

- a. Members of the Board of Directors shall be elected to serve a three-year term.
- b. A Board Member may serve 2 consecutive, three-year terms.
- c. After a minimum of a one-year absence from the Board, an individual shall again be eligible for nomination to serve on the Board of Directors and may serve if elected.
- d. No more than 1 parent/guardian NVYO Member in a single household may serve on the Board of Directors during a given term.

## **3. Meetings**

- a. Meetings of the NVYO Board of Directors shall be held at least eight times a year.
- b. The Board President is responsible for the final agenda
- b. At least 5 days prior to the meeting, the Secretary shall send out notice of the Board agenda, date, time, and place of the meeting.
- c. Members of the NVYO Board of Directors shall attend a minimum of 75% of the Board meetings.

## **4. Quorum and Voting**

- a. A quorum is necessary for fulfilling the responsibilities of the Board of Directors.
- b. A quorum consists of a majority of the Board of Directors members at any officially called meeting.
- c. A quorum of NVYO Board Members must be present in order for voting to take place at a board meeting.
- d. A motion may be passed with a majority vote from the board members.



- e. Absentia and proxy voting is not permitted at NVYO Board of Directors meetings.
- f. In unforeseen circumstances, a member of the Board of Directors may virtually attend Board of Directors' meetings. Virtual attendance constitutes "presence" for the purpose of quorum and voting.

## **8. Conflict of Interest Notification Policy**

Each year the NVYO Board of Directors shall approve and adopt a Conflict of Interest and Loyalty policy. Such policy shall also be made available to any NVYO Member or prospective member who requests a copy.

## **9. Vacancy**

- a. In the event of an early vacancy, the Board of Directors may elect a new member to carry out the duration of the term.
- b. The elected board member shall not continue beyond the remainder of the unexpired term unless such person is duly elected at the Annual Meeting
- c. If there remain a minimum number of Board Members following an early vacancy, the Board is not required to fill the vacant board position.
- d. NVYO Members must be notified of vacancies and temporarily positions to the Board of Directors.

## **10. Resignation and Termination of Board Members**

### **a. Resignation**

If an NVYO Board Member chooses to resign, the resigning Board Member will present the board with a written resignation

### **b. Termination**

Positions on the Board of Directors may be terminated by the NVYO Board of Directors. Lack of participation, whereabouts unknown, or removal from the membership by action of the Board of Directors with or without cause are reasons for termination. Such removal shall be officially recorded in the minutes so that an accurate list of membership activity may be maintained.

### **c. Notification of Resignation and Termination**

Any changes in the Board of Directors membership will be posted on the NVYO website.

## **B. Executive Board**

### **1. Members**

The Executive Board shall consist of the President, the Vice-President, the Secretary and the Treasurer.

### **2. Nomination and Election**

- a.** At the first Board of Directors' meeting of the new NVYO season, the Board of Directors shall nominate and elect a Board member to fill any open positions on the Executive Board.
- b.** If more than one member is nominated for an executive position, a paper ballot may be used for the election.
- c.** The ballots shall be counted by the current Secretary. Any open positions will be filled by the candidate with the greatest number of votes. In the event of a tie, a revote shall be taken.

### **3. Term Length**

- a.** The NVYO Executive Board members shall be elected to serve a three year term which begins at the first Board Meeting of the NVYO season.
- b.** An Executive Board member may serve a maximum of two consecutive, three-year terms on the Executive Board, subject to election and term limits for the Board of Directors.

### **4. Resignation and Termination**

#### **a. Resignation**

If an NVYO Executive Board Member chooses to resign, the resigning member will present the Board with a written resignation.

#### **b. Termination**

Positions on the Executive Board may be terminated by the NVYO Board of Directors. Lack of participation, whereabouts unknown, or

removal from the Executive Board by action of the Board of Directors with or without cause are reasons for termination. Such removal shall be officially recorded in the official minutes so that an accurate list of membership activity may be maintained.

## **5. Vacancy**

In the event of a vacancy of an Executive Board position, a member of the Board of Directors will be chosen to temporarily fill the vacant position.

## **6. Responsibilities of the Executive Board Members**

### **a. President**

- i.** Oversee the business of the NVYO;
- ii.** Finalize the Agenda for all meetings
- iii.** Preside at all meetings of the Board of Directors as well as Special and Annual Meetings of the general membership;
- iv.** See that all orders and resolutions of the Board of Directors are carried out;
- v.** Appoint standing committee members
- vi.** Sign and execute such documents as may be required for the business of the NVYO; and
- vii.** Perform other duties as may be prescribed by the Board of Directors.
- viii.** Remain as a non-voting advisor for one (1) year after his or her current term expires to assist the succeeding officers

### **b. Vice-President**

- i.** Assist the President as needed;
- ii.** Have such powers and shall perform such duties as may be specified in the Bylaws or as prescribed by the Board of Directors; and

b.

- i. Succeed to the position of the President in the event of the President's absence whether it is temporary or permanent.

**c Treasurer**

- i. Keep accurate and timely accounts of all funds of the NVYO received or disbursed;
- ii. Serve as a member of the Finance Committee
- iii. Present a Financial Report to the Board of Directors at each meeting or at other times when requested
- iv. Assist the Executive Director in the preparation of the Annual Budget;
- v. Supervise the receipts, deposits, and disbursements of the funds of the NVYO in accordance with policies established by the Board of Directors;
- vi. Sign all checks drawn in the name of the NVYO, unless the Board of Directors designate another person to do so;
- vii. Oversee tax preparation and reporting as required of a 501(c)3;
- viii. Present the books for audit annually and share the results of such audit with the Board of Directors; and
- viii. Perform other duties as may be prescribed by the Board of Directors, or the NVYO Membership by resolution.

**d. Secretary**

- i. Keep a proper written record of all proceedings at each meeting of the NVYO, the Board of Directors, and the Executive board.
- ii. Send notification to Board Members and NVYO Members of all NVYO meetings
- iii. Assist in the process and tallying of all NVYO voting

- iv Maintain files electronically and at the physical mailing address of the NVYO so they are available for public inspection;
- v. File copies of committee reports;
- vi Prepare and disseminate all communications from the NVYO, the Board of Directors, and the Executive Board, including Agendas, and select correspondence;
- vii Along with the President, sign all papers and forms requiring 2 signatures, on behalf of the NVYO and the Board of Directors; and
- vi. Maintain and update as necessary a record of voting members of the NVYO.

## **7. Responsibilities of the Executive Board at large**

- a The Executive Board will meet at least quarterly.
- b. During the intervals between meetings of the Board of Directors, the Executive board shall advise and assist in all matters concerning the business and affairs of the NVYO and generally perform such duties and exercise such powers as may be directed or delegated by the Board of Directors from time to time.

## **IX. Additional NVYO Definitions and Policies**

### **A. Fiscal Year Definition**

The fiscal year for the NVYO shall run from July 1 to June 30th.

### **B. Parliamentary Procedure**

Robert's Rules of Order shall be the basis for the conduct of all meetings and questions of procedure for the NVYO.

### **C. Termination and Dissolution**

In the event that it becomes necessary for the NVYO to dissolve, a Special Meeting of the NVYO Voting Members shall be convened. Upon adoption of such resolution to dissolve, the real and personal property of the NVYO shall be distributed, according to any legal requirements, to another youth orchestra program selected by the NVYO Voting Members at said meeting.

**D. Bylaw Revisions and Amendments:**

1. The Governance Committee may appoint a Bylaws Committee for the purpose of :  
making technical and typographical changes to the Bylaws to assure the editorial continuity and amending the Bylaws as necessary.
2. The Bylaws committee will present the amended Bylaws to the Board of Directors for review and approval.
3. Any amended Bylaws shall be presented to all NVYO members at the Annual Meeting and published on the NVYO website.