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# SAN BERNARDINO SYMPHONY GUILD BYLAWS

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## ARTICLE 1 – NAME

The name of this organization shall be the San Bernardino Symphony Guild (hereafter known as the GUILD).

## ARTICLE II – PURPOSE

The purpose of the San Bernardino Symphony Guild is to support the San Bernardino Symphony Association and to promote an appreciation of fine music in the community.

## ARTICLE III – STATUS AND ACTIVITIES

The GUILD shall act as an auxiliary of the San Bernardino Symphony Association. Any pecuniary profits derived from its activities, whether on its own initiative or as an authorized auxiliary unit of the San Bernardino Symphony Association, shall be for the benefit of the San Bernardino Symphony Association.

In the event of dissolution of the GUILD, its assets shall first be distributed to the San Bernardino Symphony Association. In the event that the San Bernardino Symphony Association is not able or is unwilling to accept such assets, they shall be distributed to a tax-exempt body engaged in furthering musical or cultural activities in the Inland Empire area. Such distribution of assets shall be undertaken by appropriate action of the GUILD Council.

## ARTICLE IV – MEMBERSHIP

Section 1 – Eligibility: Any person who shall make payment of annual dues or be appointed by the GUILD Council as an honorary member shall be admitted to membership in the GUILD.

Section 2 – Classification of Voting Rights of Members:

- (a) There shall be five categories of voting membership: Quarter Note, Half Note, Whole Note, Notables, and Virtuosos, each of whom shall have one vote. (refer to Standing Rules)
- (b) An Honorary Member shall be an honorary appointment determined by the GUILD Council. Such a member serves without a vote.

Section 3 – Term of Membership: The term of membership shall be for one year, renewable annually by June 1, and delinquent by July 1. New memberships after that date are not prorated and shall be active until commencement of the spring Membership Drive when they may be renewed for the following year.

## ARTICLE V – MEETINGS AND QUORUM

Section 1 – Annual Meetings: The annual meeting of voting members shall be held in June of each year or at such times as may be fixed by the GUILD Council.

Section 2 – Special Meetings: Special meetings of voting members may be called by the President, GUILD Council, or by at least 3 (three) active members of the Guild Council or 5 (five) active members of the general membership. No business shall be transacted at any special meeting except such as may be designated in the notice thereof. Special meetings shall be called in the Inland Empire area and at such times of the day as the President may designate. If the President is unable or unwilling to call a meeting, the Recording Secretary shall perform this function.

Section 3 –Quorum: For special meetings, a quorum of a meeting of voting members shall be 25% of the full membership in good standing. For the purpose of such a quorum, fractions shall be rounded to the next whole number.

Section 4 – Notice of Meetings: Notice stating place, date, and hour of all meetings, in the case of special meetings the purpose, shall be given by the Corresponding Secretary to each member to be received in the Inland Empire area not less than three (3) days or more than thirty (30) days prior to the date of the meeting. Each notice must be directed to each member’s residing address and/or email address as it may appear in the records of the GUILD.

## ARTICLE VI – GUILD COUNCIL

Section 1 – Number and Classification of GUILD Council: The Council shall consist of not more than twenty-five (25) and not less than eighteen (18) persons subject to change per Standing Rules. The Council consists of the Executive Committee, Immediate Past President, ex-officio member, appointed Council members and Executive Director of the San Bernardino Symphony, ex officio member, all whom are members of the GUILD.

- A. Classification of the Executive Director: The Executive Director shall be classified as ex officio member of the Executive Committee by these Bylaws. The position has the rights and obligations of the Executive Committee including to discuss, debate, make decisions, and vote. This ex officio position is counted in the quorum of the Executive Committee. The purpose of the Executive Director as ex officio member is to guide and advise the Executive Committee and Council as needed. All other activities are voluntary.
- B. Classification of Immediate Past President: The Immediate Past President shall be classified as ex officio member by privilege, of the Executive Committee for the term immediately following the term as President and shall provide support and guidance and is a voting member of the Executive Committee.

Section 2 – Composition of GUILD Council: The Elected Officers (Executive Committee), the appointed Council members, Immediate Past President, ex-officio member, and Executive Director of the San Bernardino Symphony, ex officio member, shall comprise the GUILD Council

Section 3 - Tenure of Council Members: The elected Council members shall serve a one-year term concurrent with their term as Executive Officers. The other Council members shall be appointed annually by the President with the approval of the Council.

Section 4 – Vacancies: Should a vacancy occur during a given term, such vacancy shall be filled by Presidential appointment, with GUILD Council approval, to serve until the next general election.

Section 5 – Termination of Membership: The term of any Council member shall terminate by death or resignation. The membership of any Council member may be terminated by a majority vote of the GUILD Council for cause deemed sufficient. If, during the term of office, any Council member is absent without adequate excuse for more than three (3) regular meetings in a given year, such Council member’s tenure shall be automatically terminated by written notice from the Recording Secretary.

Section 6 – Power of the GUILD Council: The GUILD Council shall have and exercise all the necessary powers to carry on the business of the GUILD consistent with the Bylaws.

They shall act as custodians of all GUILD property. The GUILD Council must approve the budget and act on expenditures exceeding \$600.00 in a fiscal year not included in the budget. Officer vacancies will be filled as stated in Article VII, Section 5 (a).

Section 7 – Special Meetings of the GUILD Council: Special meetings of the Council shall be held on call of the President or shall be called by the Recording Secretary upon the written request of three (3) Council members. Such meetings shall be held at such time and place as fixed in the call.

Section 8 – Quorum: A quorum of a meeting of the Council shall consist of a majority of Council members. For the purpose of such a quorum, fractions shall be rounded to the next whole number.

Section 9 – Notice of Meetings of the GUILD Council:

- (a) Regular meetings of the GUILD Council and general membership are held on the third Tuesday of the month at noon and may be held without formal notice. These meetings are generally not held during July and August. Refer to Standing Rules.
- (b) Notice of special meetings of the GUILD Council may be given by telephone or any other means whereby such notice is received personally by each Council member at least one (1) day prior to scheduled time of such meeting.

## ARTICLE VII – ELECTED OFFICERS

Section 1 – Election of Officers: The Elected Officers constitute the Executive Committee of the GUILD and shall be elected in May, installed in June, and take office on July 1. The Executive Committee shall be accountable to the GUILD Council for all actions on behalf of the GUILD.

Section 2 – Elected Officers: The Elected Officers of the GUILD shall be:

- 1) The President
- 2) The President-Elect
- 3) Vice President, Administration
- 4) Vice President, Benefits
- 5) Vice President, Education
- 6) Vice President, Membership
- 7) Vice President, Social
- 8) Recording Secretary
- 9) Corresponding Secretary
- 10) Treasurer

Section 3 – Tenure of Office: All elected officers shall be elected for a one-year (1) term. No officer may serve more than three (3) consecutive terms in any one office except as allowed in Standing Rule.

The Treasurer, having served for three (3) consecutive terms, may continue as a working mentor to a newly elected Treasurer for one year.

Section 4 – Termination of Office: The term of any elected officer shall be terminated by death or resignation or by a majority vote of the GUILD Council at any regular meeting for any cause deemed sufficient after notification by the Recording Secretary. Sufficient cause includes a) neglect of duty, b) abuse of authority, c) misconduct that calls into question fitness for office.

Section 5 – Vacancies: In the event of an Officer vacancy, such vacancy shall be filled by appointment by the President with the approval of the GUILD Council, to fill the unexpired term created by the vacancy. .

- (a) If an officer, exclusive of the President, is unable to serve for a period exceeding two (2) months, the President shall appoint a qualified Council member to assume the duties of that office temporarily.
- (b) In the event of the inability of the President to service, the President-Elect shall assume the responsibilities of the President.
- (c) In the event there is a vacancy in the office of President and President Elect, the Guild Council shall have and exercise all necessary powers to carry on the business of the Guild.

Section 6 – Duties of Officers:

- (a) **The President** shall be the chief officer of the GUILD and subject to the operation of the GUILD. The President shall preside, when present, at all meetings of the members, the GUILD Council, and the Executive Committee, and has the authority to call special meetings. Unless otherwise directed by the GUILD Council, the President shall sign all contracts, deeds or other documents to which the GUILD is a party. The President shall have the power of appointment subject to GUILD Council approval. The President may appoint a Parliamentarian of choice. The Parliamentarian is a non-voting member of the Executive Committee and does not participate in motions or discussions. The President is an ex-officio member of all committee meetings of the GUILD with the exception of the Nominating Committee.

- (b) **The President-Elect**, in the absence of the President, shall preside at all meetings and assume all duties of the President. The President-Elect shall be an ex-officio member of all committees of the GUILD with the exception of the Nominating Committee. Specific duties will be assigned at the discretion of the President.
- (c) **The Vice Presidents** shall serve in the following categories with specific duties to be assigned at the discretion of the President:
1. The **Vice President, Administration**, shall oversee public relations, bylaws annual review, future planning, administration of the organization, and appoint a financial audit committee.
    - a. A professional auditor may be hired upon recommendation by the Vice President, Administration, for specific cause or concern, and approved by the Executive Committee.
  2. **The Vice President, Benefits** shall assist in forming a committee to research, plan, recruit, execute and over-see all major fund-raising activities such as outreach to donors and Golden Baton.
  3. **The Vice President, Education**, shall research and implement educational programs.
  4. **The Vice President, Membership**, shall plan an annual membership campaign, develop files, maintain a skills bank and provide oversight of the newsletter and directory.
  5. **The Vice President, Social**, shall plan, promote, and implement social functions of the GUILD including Musicales and pre- and post-concert receptions as needed.
- (e) **The Recording Secretary** shall keep the minutes of all official meetings of the GUILD, the GUILD Council, the Executive Committee and other meetings as designated by the President. The Recording Secretary shall be the custodian of the minutes book and other records and documents as may be designated by the President, GUILD Council and Executive Committee. And, assist the volunteer position of Historian as needed. Special meetings shall be called as stated in Article V, Section 2 and Article VI, Section 7.
- (f) **The Corresponding Secretary** shall be responsible for preparation and issuance of correspondence of the GUILD, issuance of notices of meetings as provided by the Bylaws, and issuance of all legal instruments utilized in conducting the affairs of the GUILD.
- (g) **The Treasurer** shall oversee budget and finance; have charge of the books of accounts, shall receive and have custody of all money and funds of the GUILD, and shall endorse and deposit all checks and other funds. Checks shall be signed by the Treasurer and President or in such other manner as designated by the GUILD Council. The Treasurer shall keep the President and the GUILD Council informed of the current fiscal condition of the GUILD by submitting reports at each regular meeting of the Council or

upon request of the President. Accounting records shall be kept as recommended by the audit committee or outside auditors. The Treasurer will provide them with required data at such times as the books are examined. Bills shall be paid only upon proper authorization as defined below: Proper authorization: Expenditures approved by the adoption of the current budget of the GUILD Council of the GUILD. The Executive Officers, by majority vote, may authorize expenditures not included in the budget, up to a total of \$600 in a fiscal year.

Section 7 – Powers of the Executive Officers: The Executive Officers may exercise the powers of the GUILD Council when the Council is not in session, except in respect to the filling of vacancies of officers, and the appropriation of funds, not included in the budget, in excess of six hundred dollars (\$600). The Executive Officers shall report their recommendations to the GUILD Council on the occasion of the Council’s regular meeting. The GUILD Council shall reserve the right to approve or disapprove its recommendations and shall retain authority over the Executive Officers.

Section 8 – Meetings and Quorum of the Executive Officers: Meetings of the Executive Officers shall be held on call of the President, or in the President’s absence, on call of two (2) or more members of the Executive Officers. Notice of such meetings shall be given by telephone or other means of communication to each member so as to be received at least forty-eight (48) hours in advance of the meetings. The Executive Officers may schedule regular meetings to be held without notice. A majority of the members shall constitute a quorum. The President shall be empowered to poll all Executive Officers in an emergency situation.

## ARTICLE VIII– NOMINATING COMMITTEE

Section 1: It is the function of the Nominating Committee to ascertain those members capable to serve as Executive Officers. Any member of the GUILD may submit a name with qualifications for nomination to the nominating committee for consideration.

Section 2 – Nominating Committee: The Nominating Committee shall consist of four (4) members of the GUILD who have not served the previous year, and Immediate Past President, an ex-officio member, who shall serve as chair. If the ex-officio Immediate Past President is not available, the President may appoint a designee who is not holding an elected office.

- (a) Two (2) members and an alternate shall be appointed by the GUILD Council at the October meeting from the General Membership.
- (b) Two (2) members and an alternate shall be appointed by the GUILD Council at the October meeting from the Council members.
- (c) Alternates shall serve only when appointed members cannot serve.

Section 3 – Procedure: The Committee shall submit a slate of officers to the GUILD Council no later than the April Council meeting. All nominations shall be submitted to the Recording Secretary who shall post the slate at the Symphony Office and in the newsletter thirty (30) days prior to the May GUILD Council meeting. If more than one nominee for any office appears, voting shall be by written ballot.

Section 4 – Term: The term of the Nominating Committee shall be until next year's Nominating Committee is formed and will be available when needed and called upon by the President , Past President or Guild Council in the event the President and President Elect offices are open.

## ARTICLE IX – ELECTRONIC COMMUNICATIONS

### Section 1 – Electronic Communications

The Elected Officers, Guild Council, any committee, or the general membership may utilize electronic communications as needed to conduct GUILD business. Quorums described in these Bylaws are in effect for all such decisions.

The host of an electronic GUILD meeting will provide the electronic link for the meeting to all participants or assure that this information is appropriately distributed.

The GUILD is not required to provide electronic equipment, software, or technical support to any member of the GUILD

Definition: Business transacted electronically by email, video or audio-conference.

## ARTICLE X – FILES RETENTION

### Section 1 – Role of Recording Secretary

The approved minutes of all regular and electronic general GUILD meetings shall be distributed to all GUILD members and retained by the Recording Secretary.

The Recording Secretary shall maintain copies of all acceptable forms of written communications required by these Bylaws including records of electronic GUILD meetings. Specific written and electronic forms of communications include: minutes of the general GUILD business meetings, Treasurer's budget reports and Year End Financial Reports, newsletters, and any historical documents/articles submitted. No items shall be discarded or destroyed.

## ARTICLE XI – BYLAWS

### Section 1 – Interpretations and Implementations of the Bylaws

Interpretations of and the implementation of these Bylaws are to be adopted or amended by a majority vote of the GUILD Council.

### Section 2 – Amendments to the Bylaws

Recommendations for amending these Bylaws shall be made to the GUILD membership. The Bylaws Chair will convene a committee for the purpose of identifying amendments. The Bylaws Chair will present the proposed amendments to the GUILD Council for an approval vote requiring a two-thirds (2/3<sup>rd</sup>) vote of those in attendance at a regular GUILD meeting.

## ARTICLE XII – PARLIAMENTARY AUTHORITY

### Section 1 - Parliamentary Authority

Robert's Rules of Order, Newly Revised (most current) shall be the Parliamentary Authority for matters of procedure not covered by these Bylaws.

## ARTICLE XIII – STANDING RULES

### Section 1 – Standing Rules

1. Standing Rules are interpretations and implementations of the Bylaws. Standing Rules are adopted or amended by a majority vote of the GUILD Council.
2. Number and Classification of the GUILD Council: The number and classification of the Council may be changed by majority vote of the current Council members to maintain an appropriate working Council to meet the needs of the GUILD.
3. Tenure of Office Exception: The Council may, by two-thirds (2.3) vote, suspend the Tenure of Term requirement for an elected officer whose current term has expired until a replacement can be appointed by the President and ratified by the Council for the remaining term.
4. All other standing rules are identified in this document's text.