

TALLAHASSEE SYMPHONY SOCIETY BYLAWS  
PREAMBLE

The Tallahassee Symphony Society was established in 1993 by the Tallahassee Symphony Orchestra Board of Directors as a fund raising organization to function cooperatively with the Tallahassee Symphony Orchestra Board.

ARTICLE 1: GENERAL

Section 1. Name. The name of the organization shall be the Tallahassee Symphony Society, hereinafter referred to as the TSS.

Section 2. Mission. The mission of the Tallahassee Symphony Society (TSS) is to raise funds for and promote interest in the Tallahassee Symphony Orchestra (TSO).

Section 3. Earnings. Net earnings of the TSS shall be for the unrestricted use of the Tallahassee Symphony Orchestra. Net earnings shall be determined by the Executive Board at the end of each fiscal year.

Section 4. Fiscal Year. The fiscal year of the TSS is June 1 to May 31.

ARTICLE 2: MEMBERSHIP

Section 1. Classes of Membership. The TSS offers five classes of membership:

Active. Active members are expected to attend all special events and meetings of the TSS. They are expected to volunteer a minimum of 10 hours and actively support the TSO, subscribing to the season or attending single concerts.

Family. Family membership is offered at a discount.

Life. There shall be two categories of Life Members, Active and Associate. In either case, Life members shall make a one-time payment as determined by the Executive Board and shall thereafter be exempt from the payment of dues.

Honorary. Honorary Membership may be conferred by the Executive Board upon persons who have made important contributions to music in the community, to the TSS, or to the TSO. Honorary members are exempt from paying dues and from the obligations of active membership, while they enjoy the privileges of membership, namely invitations to special events and meetings.

Section 2. All classes of members have voting privileges.

Section 3. Application for Membership. An application form clearly stating the obligations of membership shall be available for prospective members. Upon completion, applications, including initial payment of dues, shall be submitted to the Second Vice President. Membership is open to all and does not require a sponsor from within the TSS.

Section 4. Dues.

A. Establishment of Rates. The dues for Active, Associate, Family, and Life membership shall be established by the Executive Board no later than March 31 of each year.

B. Payment Schedule. Annual dues are payable by June 1. Dues for members joining after December 1 shall be half the cost of dues for each membership class. Life dues may be paid at any time.

C. Life Dues. Life dues shall be accounted for separately. Only the amount of regular (Active or Associate) dues attributable to each Life Member annually shall be transferred to the operating fund on June 1 of each year. The balance shall be carried over to the next fiscal year; it shall not be considered as net earnings of the TSS, and shall therefore not be remitted to the TSO.

## ARTICLE 3: OFFICERS

Section 1. Officers. There shall be six elected officers: President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer. In addition, the President shall appoint a Director of Marketing and a Director of Long-Range Planning. Officers shall perform the duties prescribed by these bylaws.

Section 2. Nomination of Officers. The Nominating Committee shall submit a slate of nominees at the January meeting of the Executive Board; that slate shall be published to the membership in a Newsletter at least two weeks before the February General Meeting. An absentee ballot shall be included in the Newsletter in which the slate of officers is announced and will be counted.

if received by the Secretary prior to the February General meeting, write-in candidates will be allowed. Additional nominations may be made from the floor at the February General Meeting. See Article 5.

Section 3. Election of Officers. Officers shall be elected every even-numbered year at the February General Meeting by a majority of votes cast.

Section 4. Installation of Officers. Officers shall be installed at the May General Meeting.

Section 5. Officers-elect to Assist with Planning. Officers-elect shall assist the current officers in planning the coming year's budget and schedule of activities in the interim between election and the formality of installation.

Section 6. Duties. The duties of the officers shall be as follows:

The President shall:

- Preside at all meetings as chief executive officer;
- Be an ex-officio member of all committees except the Nominating Committee;
- Serve on the TSO Board of Directors and Executive Committee in accordance with current TSO bylaws and represent the TSS on the TSO's standing committees and special events committees, as deemed appropriate;
- Serve, along with the Treasurer, as a qualified signer of checks. Checks under \$2,500.00 shall require only one signature. Checks for \$2,500.00 and over shall require two signatures;
- Appoint the Director of Marketing and the Director of Long-Range Planning;
- Appoint an Historian;
- Appoint a chair of the Nominating Committee and the Volunteer Committee;
- Appoint committee chairs as needed; and
- Monitor all budgets and financial transactions.

The First Vice President shall:

- Assist the President as needed;
- Officiate during the absence of the President; and
- Review the Bylaws annually and recommend revisions as needed.

The Second Vice President shall:

- Create strategies for increasing membership in the TSO;
- Notify each current member in writing that annual dues are payable by June 1;
- Collect membership dues;
- Maintain membership records; and
- Distribute an updated membership directory annual

The Third Vice President shall:

- Organize volunteers from among the membership for mailings and other group efforts.

The Secretary shall:

- Keep the minutes of General and Executive Meetings and distribute them to the TSS Executive Board and TSO Executive Director.

- Attend to all general correspondence; and
- Notify the Executive Board members of meetings or cancellations of meetings at least one week in advance.

The Treasurer shall:

- Be custodian of all funds;
- Manage the TSS checking account;
- Serve, along with the President, as a qualified signer of checks. Checks under \$2,500.00 shall require only one signature. Checks for \$2,500.00 and over shall require two signatures;
- Maintain complete and accurate records of all receipts and expenditures, using bookkeeping procedures compatible with those of the TSO;
- Provide a report of all financial transactions at Executive Board Meetings and General Meetings;
- Participate in the preparation of the TSS annual budget; and
- Provide the TSO with all records for its annual audit.

The Director of Marketing shall:

- Develop and implement strategies for publicizing TSS events;
- Publish a Newsletter to the membership at least biannually; and
- Provide graphics and design expertise when needed.

The Director of Long-Range Planning shall:

- Identify growth and change issues;
- Identify strengths and weaknesses of the TSS;
- Develop goals and objectives for improving the effectiveness of the TSS in fulfilling its mission over the next five years; and
- Submit a report with recommendations for consideration by the Executive Board by May 31 of each odd-numbered year.

Section 7. Term Limits. No one shall serve in the same office for more than two consecutive terms.

Section 8. Vacancies of Office.

A. How filled. Offices that are vacated mid-term shall be filled by a majority vote of the Executive Board. In the event of the resignation or inability of the President to serve, the First Vice President shall serve out the remainder of that term.

B. What constitutes a term in a filled vacancy.

1. A person appointed to fill a vacated office mid-term shall be deemed to have served the equivalent of a full term if their tenure in that office exceeds one year. That person is then eligible to fill that same office for one additional term only and must be elected to that office for the second term.

2. A person appointed to fill a vacated office for less than a year is not deemed to have completed a term and may be considered for election to that office for two full terms.

#### ARTICLE 4. EXECUTIVE BOARD

Section 1. Membership. The Executive Board shall consist of all elected officers, the Directors of Marketing and Long-Range Planning, the Chair of the Volunteer Committee, the Immediate Past President, and one member-at-large appointed by the President.

Section 2. Powers of the Executive Board. The Executive Board is vested with the management of the business and affairs of the TSS, subject to these Bylaws.

Section 3. TSS members welcome at Board meetings. The general membership is welcome to attend all board meetings and should be notified in the directory of this privilege and how to make use of it.

Section 4. Quorum. A quorum shall consist of five members of the Executive Board; a majority of those

voting, assuming a quorum, shall be necessary for any motion to be adopted.

## ARTICLE 5. NOMINATING COMMITTEE

Section 1. How comprised and selected. The Nominating Committee shall consist of five members: the Chair (appointed by the President), three members (one of whom shall have been a member of the previous Nominating Committee) appointed by the Executive Board, and the Immediate Past President. No appointed member of the Nominating Committee shall be eligible to be nominated for an office.

Section 2. Duties. The Nominating Committee shall publish in the fall newsletter an invitation to all members to advise the Committee if they would like to be considered for office. The Nominating Committee shall first nominate a candidate to the office of President and then invite that nominee as a courtesy to submit a list of suggestions for the remaining offices to be filled. The Committee is not bound by that list.

The Nominating Committee shall prepare and submit a slate of nominees to the Executive Board at the January Board Meeting. All those named to the slate will have accepted their nomination. The slate shall be published to the membership in a Newsletter at least two weeks prior to the February General Meeting. An absentee ballot shall be included in the Newsletter in which the slate of officers is announced and will be counted if received by the Secretary prior to the February General Meeting. Write-in candidates will be allowed. Additional nominations may be made from the floor at the February General Meeting.

## ARTICLE 6. MEETINGS

Section 1. Executive Board Meetings. The Executive Board shall meet nine times during each Fiscal Year, and shall also meet during the summer to plan for upcoming events. Board Members shall notify the President of any necessary absence.

Section 2. Membership Meetings. Membership meetings will be held in February and May. Additional meetings may be scheduled by the President.

Section 3. Quorum. Active Members present at a membership meeting shall constitute a quorum. The agreement of a majority of those voting is necessary to adopt any motion.

Section 4. Special Meetings. Special meetings may be called by the President or, in his/her absence, by the First Vice President. Notice of any special meeting must be given by mail or by telephone to every member at least one week in advance. The notice must state the purpose of the special meeting, and no business other than that called for in the notice may be conducted unless authorized by a two-thirds vote of members present and voting.

## ARTICLE 7. ENDOWMENT FUND

Section 1. Purpose. The TSS shall maintain an Endowment Fund as an interest-bearing cushion in support of the TSO when needed.

Section 2. How Endowment Funds are to be obtained. Funds for the Endowment are received from voluntary contributions and bequests. Endowment funds may not be obtained through specific fund-raising events and direct solicitation.

Section 3. Who shall manage the Endowment Fund. The Board of Directors shall make all decisions on how to invest and disburse the Endowment Fund.

Section 4. How managed. The Endowment Fund shall accumulate without disbursement until the principal shall reach a sum of \$50,000.00. Thereafter, only so much of combined principal and earned interest as exceeds \$50,000.00 may be withdrawn from the Endowment Fund in any one year and shall be paid to the TSO for its legitimate purposes.

Section 5. Dissolution of the Endowment Fund. In the event of the dissolution of the TSS, the Endowment Fund in its entirety shall be disbursed to the Treasurer of the TSO. In the event of the dissolution of the TSO, all funds then held in the Endowment Fund shall be disbursed to the College of Music of Florida State University.

## ARTICLE 8. AMENDMENTS

The First Vice President will annually review the Bylaws of the TSS and recommend revisions to the Executive Board, if deemed appropriate. Amendments may be adopted at any TSS Executive Board Meeting and distributed to the membership. The First Vice President will submit revised Bylaws to the Secretary of the TSO.

Bylaws adopted: 1993

First revision: August 2002

Second revision: March 13, 2006

Third revision: October 10, 2006

Fourth revision: May 13, 2008

Fifth revision: May 8, 2009

Sixth Revision May 16, 2010