

GREATER BRIDGEPORT YOUTH ORCHESTRAS
BY-LAWS

ARTICLE I
Name and Purpose

Section 1. The name of the Corporation shall be, "The Greater Bridgeport Youth Orchestras, Incorporated."

Section 2. The purpose of this organization shall be to provide an orchestral experience for, and further the musical education of, young musicians of the greater Bridgeport area; and to contribute to the cultural environment of the greater Bridgeport area.

Section 3. The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively, as said Court shall determine which are organized and operated exclusively for such purposes.

Section 4. The Greater Bridgeport Youth Orchestras, Inc. (GBYO) shall indemnify and hold harmless any person, who at the request of the corporation is or was serving as an officer or director of the GBYO, when such a person is made a party to a proceeding, except by or in the right of such corporation, by reason of the fact that he was or is an officer or director of the GBYO. Such indemnification shall extend to any judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorney's fees, actually incurred by him in connection with such proceeding.

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The GBYO shall not so indemnify any such person unless (1) such person is successful on the merits in the defense of such proceeding; OR (2) it shall be concluded that such person acted in good faith and in a manner he reasonably believed to be in the best interest of the corporation; OR (3) through an application to the Court as provided in Sec. 33-454a of the Connecticut General Statutes. Such conclusion may be reached by (1) the Board of Directors of the corporation by a consent in writing signed by a majority of those directors who were not parties to the proceeding; or (2) independent legal counsel selected by a consent in writing signed by a majority of those directors who were not party to such proceeding; or (3) the members of the corporation by such action of members entitled to vote thereon.

ARTICLE II Fulfillment of Purpose

Section 1 THE MUSIC DIRECTOR. The Board of Directors shall appoint a Music Director.

A. The Music Director shall select dates for and hold auditions and shall be responsible for assigning seats to those players accepted.

B. The Music Director shall be responsible for selecting music to be performed, shall set the rehearsal schedule, and shall determine when the ensembles will perform in accordance with Board policy as set from time to time.

1. Music enrichment activities and social activities other than musical performance may be planned for the ensembles by the Music Director with the approval of the Board of Directors. GBYO funds may be used to subsidize such activities.

C. The Music Director shall make recommendations on the selection and appointment of the Assistant Music Directors and other personnel to the Board of Directors as needed.

Section 2. THE EXECUTIVE DIRECTOR. The Board of Directors shall appoint an Executive Director

A. In partnership with the Music Director, the Executive Director assumes responsibility for the management of human and financial resources needed to achieve the GBYO's mission.

B. The Executive Director shall administer the organization, supporting the vision of the Music Director and implementing policies set forth by the Board of Directors.

C. The Executive Director's specific duties and responsibilities shall be detailed in the Executive Director Job Description as modified by the Board of Directors from time to time.

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ARTICLE III
Student Eligibility and Expectations

Section 1. STUDENT MEMBERSHIP. Student membership in the orchestras shall be open to all Players qualified and selected by audition, who are enrolled in grades 5-12 in area schools, or age-appropriate for grades 5-12—ages 10-18. At the Music Director's discretion, players younger than age 10 or grade 5 may audition.

Section 2 EXPECTATIONS. It is expected that students in the orchestras shall remain in good standing as participants in their respective school programs. Students accepted into the orchestras are expected to attend all rehearsals and performances of his\her respective orchestras of which they are a member within the GreaterBridgeport Youth Orchestras, Inc.

Section 3. DUES/FEES. Dues for Student membership in the orchestras will be determined by the Board of Directors annually. Dues information shall be distributed at the time of auditions. Dues are payable and due on the date of the first scheduled rehearsal, or, at the discretion of the Board, dues may be payable and due over several installments.

ARTICLE IV
Adult Membership

Section 1. ELIGIBILITY. The corporation shall have members which shall include all interested members of the community who shall duly apply for membership and who shall renew said membership on an annual basis, all in such form as is required by the Board of Directors.

Section 2. VOTING. Each member shall have one (1) vote at all meetings of members. Those members present at a meeting, but not less than fifteen (15) members, shall constitute a quorum for voting.

Section 3. ANNUAL MEETINGS. The annual meeting of members shall be held during the months of April, May or June of each year.

Section 4. REGULAR MEETINGS. Regular meetings of members shall be held on such date and such time and place as the President or Secretary may designate.

Section 5. SPECIAL MEETINGS. Special Meetings of members may be called at any time by the President. The President or Secretary shall call a special meeting of members whenever so requested in writing by a majority of Directors, by a majority of officers, or by five or more members. No business

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other than that specified in the call of the meeting shall be transacted at any such special meeting of the members.

Section 6. NOTICE. Written notice of the time and place and general purpose of all annual, regular, and special meetings shall be mailed or otherwise given as provided by law by the Secretary to each member, not less than three (3) days nor more than fifty (50) days prior to the date thereof. Annual, regular and special meetings of members may be held at such time and place within this state as the Directors shall determine. Upon written consent or agreement from the parent member, such notice may be provided by e-mail to the address provided by the member; the member may revoke such consent in writing at any time that is not less than five days prior to the meeting.

ARTICLE V
Directors

Section 1. NUMBER. The affairs and business of this corporation shall be managed by the Board of Directors. The Board of Directors shall consist of the officers plus four additional directors. The Music Director, Assistant Music Director and Executive Director shall be ex-officio members of the Board of Directors without vote.

Section 2. TERM OF OFFICE. The term of office of each of the Directors shall be for one year and until their successors are duly elected and qualified, except such term for any Director who is an officer shall be for two years. Any director may be removed at any special or annual directors' meeting, with or without cause, upon a majority vote of the other Directors. A director may be re-elected, except, however, the President may not be re-elected as President for the next successive term, and a President who resigns may not be elected or serve as a director for a minimum of two years.

Section 3. DUTIES OF DIRECTORS. The Board of Directors shall have the control and general management of the property, funds, affairs and business of the corporation. The Board shall review and approve on a regular basis the Policies Book that is maintained by the Secretary. The board shall approve various committees. Each director who is not an officer shall also serve as the chairman of a board-approved committee.

Section 4. DIRECTORS' MEETINGS. An annual meeting of the Board of Directors shall be held reasonably promptly following the annual meeting of members. Regular meetings of the Directors shall be held at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time and shall be called by the President or the Secretary upon the written request of a majority of the Directors. When necessary, meetings of the Board of Directors may be held by videoconference or teleconference. Such meetings must be conducted by technology that allows all persons participating to hear each other at the same time (and, if a videoconference, to see each other as well).

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Section 5. QUORUM. At any meeting of the Board of Directors, a majority of the members of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time, not more than seven (7) days later. The act of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board of Directors.

Section 6. VOTING. At all meetings of the Board of Directors, each director shall have one vote.

Section 7. NOTICE. Notice of all regular and special meetings shall be given to each Director by the Secretary by mail or telephone not less than three (3) days prior to the date fixed for such meeting; except, however, upon written consent or agreement from the Director, such notice may be provided by e-mail to the address provided by the Director, and the Director may revoke such consent in writing at any time that is not less than five days prior to a meeting. A Director may waive the notice requirement by any reasonably reliable means that is memorialized in written form.

Section 8. UNANIMOUS CONSENT. In lieu of any regular or special meetings and vote of the Directors, the unanimous written consent of all Directors may be filed with the secretary with respect to any action taken or to be taken by the Directors, and said consents shall, when filed, have the same force and effect as a unanimous vote of the directors.

Section 9. COMPENSATION. No director shall receive any salary or other compensation except as determined by the officers.

Section 10. EXECUTIVE COMMITTEE. The Executive Committee shall be comprised of the officers of the Board of Directors and shall have such powers as are designated by the board.

ARTICLE VI
Officers and Duties

Section 1. OFFICERS. The officers of the GBYO shall be members of the Corporation. These officers shall be the President, Vice President, Second Vice President, Secretary and Treasurer.

Section 2. PRESIDENT. The President shall preside at all meetings of the Corporation, Board of Directors and the Executive Committee of the Board of Directors. The President shall be an ex-officio member of all committees except the Nomination committee and shall appoint, with the approval of the Executive Committee, the chairman of each standing committee and the chairman and members of all special committees except as otherwise provided in these By-Laws or amendments.

Section 3. VICE PRESIDENT. The Vice President shall assist the President and shall perform all the duties and exercise all the powers of the President in the case of his/her absence or disability. The Vice

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President shall exercise the powers of the President (as acting President) in the event that the President vacates the position, until such time as a new President can be elected by the Members.

Section 4. **SECOND VICE PRESIDENT.** The Second Vice President shall be the principal liaison between the volunteers and the Board of Directors. The Second Vice President shall assist the Board and the Executive Director in outreach to and coordination of the volunteer corps, with the primary goal of involving many volunteers in the organized promotion of the mission and goals of the Board of Directors.

Section 5. **SECRETARY.** The Secretary shall keep a record of the minutes of all meetings of the Corporation, of the Board of Directors and of the Executive Committee of the Board of Directors and shall perform such other duties as may be delegated to him/her. The Secretary shall keep a copy of the By-Laws with the minutes. The Secretary shall conduct the correspondence of the corporation and shall notify the membership of meetings. The Secretary shall maintain a consolidated record of policies (the "Policies Book") approved by the Board, and such Policies Book may also include such material (including job descriptions) as the Board determines.

Section 6. **TREASURER.** The Treasurer shall oversee all financial aspects of the organization.

A. The Treasurer shall have custody of all funds of the corporation and shall keep a full and accurate account of all receipts and expenditures, and shall make disbursements in accordance with the needs of the corporation as authorized by the Board of Directors.

B. The Treasurer shall be responsible for the maintenance of all books of account and record, and for preparing all required filings both Federal and State.

C. With approval of the Board of Directors, the Treasurer may delegate the above responsibilities, A and B, to an accounting/bookkeeping entity.

D. The Treasurer shall present a financial statement at each meeting of the Corporation and at other times when requested; and shall make a full report at the Annual Meeting.

E. The Treasurer's accounts shall be examined biannually by an auditing committee of two (2) members to be appointed by the incoming President, neither of whom shall be members of the Board of Directors. The Audit Committee shall report in writing to the President. If required by law or regulation, the accounts shall be reviewed by an outside auditor.

F. The fiscal year shall be July 1 to June 30.

Section 7. **VACANCIES, HOW FILLED.** All vacancies, in any office shall be filled by the directors without undue delay, at any regular meeting, or at a meeting specially called for that purpose. It shall not be an undue delay for the directors to choose to fill any unexpired term by election by the adult members at any regular meeting or at a meeting specially called for such purpose, provided the adult members receive notice of the scheduled election in writing at least two (2) weeks in advance.

Section 8. **COMPENSATION OF OFFICERS.** No officer shall receive any salary or compensation unless otherwise determined by the directors.

Section 9. **REMOVAL OF OFFICERS.** The directors may remove any officers, by a majority vote, at any time, with or without cause.

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ARTICLE VII Committees

Section 1. COMMITTEES. The following are the suggested regular committees of the Corporation: Concerts, Fund Raising., Publicity/Marketing, Member Communications, Planning and Alumni Relations. The existence of the committees must be approved by the Board on a regular basis, which may be annually.

Section 2. WORK. The chairman of each committee shall present a plan of work to the Board of Directors. No significant committee work shall be undertaken without the approval of the Board of Directors.

ARTICLE VIII Nominations

Section 1. NOMINATIONS. Nominating for officers shall be made by a nominating committee of at least five (5) members, appointed by the President with advice from the Board, and including at least two (2) members of the Corporation who are not currently serving on the Board of Directors. The Music Director and Executive Director shall serve as advisors to the Nominating Committee.

Section 2. NOMINATING COMMITTEE. The Presidents shall name the Nominating Committee in January each year. In even-number years, the Nominating Committee shall present a proposed candidate for President to the Board of Directors in March. In odd-numbered years, the Nominating Committee shall present proposed nominees for the other officer positions and annually, the Nominating Committee shall present proposed nominees for the other director positions. The Nominating Committee shall present the proposed slate of candidate(s) for open positions (board members and officers) to the Corporation in writing at least two (2) weeks in advance of the scheduled election or at the preceding regular meeting.

ARTICLE IX Elections and Terms of Office

Section 1. ELECTIONS. The Board of Directors shall arrange for the elections at the Annual Meeting of members of the Corporation as may be required. The President shall be elected in even-numbered years; the Vice President, Second Vice President, Secretary and Treasurer shall be elected in odd-numbered years; and the directors who are not officers shall be elected annually. The Board of Directors shall also arrange any special elections as may be required. Nominations will be accepted from the floor. A majority vote of members present will serve for elections.

Section 2. TERMS. The term of office of each of the Directors shall be for one year and until their successors are duly elected and qualified, except Officers will serve for a period of two (2) years. Newly elected Officers will begin their term of office with the start of the fiscal year. Directors (including

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Officers) may be re-elected., except, however, the President may not be re-elected as President for the next successive term, and a President who resigns may not be elected or serve as an officer or director for a minimum of two years. For a period of one year, immediately following the end of their term of office, the President and Treasurer shall be ex-officio members of the Board.

ARTICLE X Amendments

Section 1. These By-laws may be amended by a majority vote of the members present at a regular meeting of the Corporation provided that notice of such amendment is given by its presentation at the preceding regular meeting or is given to the membership of the Corporation in writing at least two (2) weeks in advance.

ARTICLE XI Other

It is the Policy of the GreaterBridgeport Youth Orchestras, Inc. to not discriminate on the basis of disability in admission to, access to, or operations of its programs, services, or activities and does not discriminate on the basis of disability in its hiring or employment practices as provided by Title II of the American with Disabilities Act of 1990.

It is the policy of the GreaterBridgeport Youth Orchestras, Inc. to not discriminate on the basis of race, creed or color in admission to, access to, or operations of its programs, services or activities, hiring, or employment practices.

Adopted as of: April 27, 2013

Last amended: April 28, 2012