

MONTANA ASSOCIATION OF SYMPHONY ORCHESTRAS

BYLAWS

(As of **May 18, 2019**)

ARTICLE I

NAME

Section 1. The organization shall be known as Montana Association of Symphony Orchestras (hereinafter referred to as MASO).

Section 2. MASO shall appoint a registered agent according to **MCA §35-7-102 (1)**. The name and address in Montana of the Registered Agent shall be that as filed with the Montana Secretary of State.

ARTICLE II

PURPOSE

Section 1. As stated in the articles of incorporation, this nonprofit corporation is a nonprofit **public benefit corporation**.

[Reference MCA 35-2-126 and 35-2-213]

Section 2. The general purpose of MASO is to encourage, promote and assist the maintenance and development of musical programs of quality throughout the State of Montana. MASO's specific purposes are:

a. To provide musical and educational services that will assist all Montana communities ~~in their efforts~~ to expand cultural opportunities for their citizens and young people.

b. To seek funding commensurate with a desire to provide cultural experiences throughout Montana.

c. To effect a viable system of communication to meet mutual concerns among symphony societies in the State of Montana.

d. To effect the exchange of ideas and resources among symphony societies in the State of Montana.

ARTICLE III

MEMBERSHIP

There are two classes of membership:

Section 1. ACTIVE MEMBER -- Any orchestra organization that devotes itself to the presentation of symphonic music to its community is eligible to be an Active Member of MASO. An orchestra organization, approved as an Active Member by the MASO Board of Directors, shall regularly participate in MASO activities, pay MASO dues, and send delegates to regular MASO meetings. Each Active Member shall be entitled to one vote in the disposition of MASO business.

a. The Active Members of MASO are Billings Symphony Society, Bozeman Symphony Society, Butte Symphony Association, Glacier Symphony & Chorale, Inc., The Great Falls Symphony Association, Inc., Helena Symphony Society and Missoula Symphony Association, Inc.

Section 2. ASSOCIATE MEMBER -- Any small symphony or chamber music orchestra whose membership in MASO will be mutually beneficial is eligible to be an Associate Member of MASO. Upon approval of membership as an Associate member by the MASO Board of Directors, an Associate Member shall pay annual dues in an amount determined by the MASO Board of Directors. Associate Members may use the music and choral libraries on a case-by-case basis; however, shall not be entitled to vote in the disposition of MASO business.

a. The Associate Member of MASO is Miles City Community Orchestra, Inc.

ARTICLE IV BOARD OF DIRECTORS

Section 1: BOARD MEMBERSHIP

1. There shall be a MASO Board of Directors consisting of no more than four representatives from each Active Member organization (Article III, #1). Two of these representatives shall be the ~~Active Member~~ organization Executive Director and Music Director, or designee, and two representatives appointed by the Active Member organization.

2. A simple majority of MASO Active Members in good standing (present, by absentee ballot, or by written proxy) shall be required to transact business, or to elect officers, at all Board meetings. Absentee ballots or written proxies shall be cast by the Secretary.

3. Non-voting Associate Members shall be welcome at all meetings for advice and discussion.

Section 2: PROCEDURES

1. MASO parliamentary procedure shall be conducted under Robert's Rules of Order.

Section 3: MANAGEMENT COMMITTEE AUTHORIZATION

1. The Management Committee is authorized to make determinations, decisions and take actions for the MASO Board of Directors between Board meetings,
 - a. The Management Committee shall consist of the President, Past President, Vice President, Secretary, Treasurer, and a **Music Director and Executive Director** selected from the Active Members of MASO.
1. Decisions and actions of the Management Committee must be ratified by the full Board at the following regular meeting of the Board, or Special Meeting called for the purpose of such ratification.

SECTION 4: TERMS OF OFFICE

The terms of the members of the MASO Board of Directors shall be unlimited except as limited by the discretion of the Active Member organization they represent.

ARTICLE V **MASO OFFICERS AND COMMITTEES**

SECTION 1: OFFICERS

1. **MASO** elected officers must have affiliation with and endorsement of an Active Member organization. If during term of office either the affiliation or endorsement of the Active Member organization ends, that member becomes ineligible serve as an officer as of the next scheduled meeting of the Board of Directors.
2. The officers of MASO shall be elected by the Board of Directors at its annual meeting in even-numbered years for a two (2) year term and any officer may be re-elected.
3. If a vacancy occurs in the office of President, the Vice President shall serve as President until the next election. The President, with the advice and consent of the Board of Directors, may appoint MASO Board Members to fill Management Committee vacancies for the remainder of the term of office.
4. The President.
 - a. Is the Chair of the MASO Board of Directors, and shall preside at all meetings of MASO and the Management Committee, and shall be an ex-officio member of all committees. The President shall be responsible for carrying out the mission of MASO and the decisions and policies of the Board of Directors.

b. Shall appoint working and standing committee chairs and members as needed with the advice and consent of the Board of Directors.

c. May appoint committee members from the list of Active Members' representatives to MASO and from the list of Associate Members.

5. Vice President.

In the absence of the President, the Vice President shall carry out the duties of the President.

6. Secretary.

The Secretary shall ensure that the minutes of all meetings of the MASO Board of Directors and the Management Committee are recorded. The Secretary shall be custodian of all records and perform the duties assigned by the President.

7. Treasurer.

The Treasurer is responsible for **oversight** of all funds and securities of MASO; and will establish, with the Board, financial procedures to account for the funds and property of the MASO and monitor proper and regular books of account.

SECTION 2: COMMITTEES

1. MASO has a Management Committee as provided in Section 3.1..
2. Committees shall be responsible for making recommendations to the MASO Board of Directors and the Management Committee on a variety of issues as directed by the President.

SECTION 3: CONTRACTORS

MASO shall have specialized, dedicated contractors chosen, from time to time, by the Management Committee and ratified by the Board. These contractors shall be paid, and may not be MASO Officers or Board members.

ARTICLE VI MEETINGS

There shall be an Annual Meeting of the Board of Directors of MASO in the fall (the third, fourth, or fifth month of MASO's fiscal year, which is July 1 - June 30); there shall be 30 days notice of such meeting and any other meetings set by the Board of Directors from time to time.

ARTICLE VII AMENDMENTS

1. These Bylaws may be amended or repealed and new Bylaws may be adopted by two-thirds (2/3) majority of the Active Membership, including absentee ballots or written proxies at any meeting. At least thirty (30) days written notice must be given of intention to amend, repeal, or adopt new Bylaws.
2. Any Active Member organization in good standing or the Board of Directors may submit amendments to the Bylaws for consideration through the Secretary, who shall give written notice to the members.

ARTICLE VIII DISSOLUTION

This corporation is one which is organized and operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3), as amended, and Section 170(c)(2) of the United States Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue law. No part of the net earnings of this corporation shall inure to the benefit of its members, trustees, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article Two herein, no substantial part of which is carrying on propaganda, or otherwise attempting to influence legislation, or which is participating in or intervening in any political campaign, for or against any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively to such organization or organizations as are tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine.

These Bylaws were duly **ratified and** adopted at the annual meeting of the Montana Association of Symphony Orchestras, a Montana non-profit corporation, held on the **18th** day of **May**, 2019.

IN WITNESS WHEREOF, we the President and Secretary of MASO have hereunto subscribed our names this **18th**-day of ~~September~~ **May**, 2019.

John Stewart, President

Eleanor Parker, Secretary