

**BYLAWS
OF
CENTRAL MINNESOTA YOUTH ORCHESTRA**

**ARTICLE I.
OFFICES**

Section 1.01. Registered Office. The registered office of this corporation located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

Section 1.02. Other Offices. This corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

**ARTICLE II.
PURPOSE**

Section 2.01. Purpose. The purpose of the Central Minnesota Youth Orchestra, CMYO, shall be to provide a unique orchestral experience leading to performances that shape, educate and inspire lives of developing musicians in the communities of Central Minnesota.

**ARTICLE III.
POLICIES**

Section 3.01. Recognizing that the success of the CMYO is dependent on the support and success of the area public, and private school instrumental programs, the CMYO expects public and private school instrumental program participation when it is available. The CMYO provides an opportunity for orchestral and chamber music performance and is not intended to replace those programs offered by the schools.

Section 3.02. CMYO does not discriminate on the basis of race, creed, gender, religion or national origin.

**ARTICLE IV.
EXEMPTION REQUIREMENTS**

Section 4.01. Conditions. At all times the following shall operate as conditions restricting the operations and activities of the Corporation.

- A. The Corporation shall not afford pecuniary gain, incidentally or otherwise to its members, if it has any. No part of the net earnings of this Corporation shall inure to the benefit of any member, if any or director of the Corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. Such net earnings, if any, of this Corporation shall be used to carry out the nonprofit corporate purposes set forth in Article III above.
- B. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- C. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE V. MEMBERS

Section 5.01. No Members. The Corporation shall have no members.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.01. General Powers. The property, business and affairs of this corporation shall be managed by or under the direction of the Board of Directors.

Section 6.02. Number, Qualifications, Term of Office and Election. The Board of Directors shall consist of a minimum of three (3) and a maximum of seven (7) directors 18 years of older. The Board of Directors shall be comprised of individuals from the community which may include parents/guardians of orchestra participants.

Section 6.03. Resignation. If a CMYO Board Member chooses to resign, the resigning board member must send a formal letter stating their resignation from the Board of Directors along with a signature and date of completion.

Section 6.04. Removal of Directors. Board of Directors positions in the CMYO may be terminated by resignation of the member from the CMYO, lack of participation, whereabouts unknown, or removal from the membership by action of the Board of Directors with or without cause. Such removal shall be recorded in the official minutes so that an accurate list of membership activity may be maintained.

Section 6.05. Vacancies. In the event of a vacancy on the Board of Directors, the Board shall appoint a new member to carry out the duration of the term. Such appointment shall not continue beyond the remainder of the unexpired term unless such person is duly elected at the Annual Meeting.

Section 6.06. Place of Meetings; Electronic Communications. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine. If the Board of Directors fails to select a place for a meeting, it shall be held at the registered office. One or more directors may participate in a meeting by any means of communication through which all directors participating in the meeting may simultaneously hear each other during the meeting.

Section 6.07. Annual Meeting. The CMYO shall hold an annual meeting for the purpose of which shall be to elect candidates to the Board of Directors and to discuss any matters pertaining to the business of the CMYO which is not conducted by the Board of Directors. Such meeting is to be scheduled and conducted at a time and place determined by the Board of Directors. Notice of such meeting shall be distributed to all members of CMYO.

Section 6.08. Regular Meeting. Regular meetings of the Board of Directors shall be held from time to time, at such times and places as the Board may determine.

Section 6.09. Special Meetings; Notice. Special meetings may be called when time sensitive matters arise. Meetings shall make efforts to announce at least two weeks in advance. Notice of such meetings shall include date, time, place, and reason for the special meeting. Special Meetings may be called by at least 50% of the total Board of Directors.

Section 6.10. Quorum. A quorum shall consist of 50% of the Board of Directors at any officially called meeting. A quorum for the CMYO Board of Directors shall consist of a majority of the Board of Directors at any officially called meeting.

Section 6.11. Proxy Voting. Proxy Voting shall not be permitted.

Section 6.12. Action Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in a written document signed by all of the directors. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action.

Section 6.13. Conflicts of Interest. Every year the CMYO Board of Directors shall present a Conflict of Interest policy to each Board Member for approval and adoption. Such policy shall also be made available to any CMYO member or prospective member who requests a copy.

Section 6.14. Compensation. Each Board of Directors member shall serve without pay.

ARTICLE VII. OFFICERS

Section 7.01. Number and Qualifications. The officers of this corporation shall be a President, a Treasurer, and a Secretary, and such other officers as may be elected by the Board of Directors. Any number of offices may be held by the same person. Officers shall be natural persons.

Section 7.02. Election and Term of Office. Officers shall be elected annually by the Board of Directors and each shall hold office until the next annual election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer.

Section 7.03. Resignations. If an Officer chooses to resign, the resigning board member must send a formal letter stating their resignation from the Board of Directors along with a signature and date of completion.

Section 7.04. Removal. An officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors.

Section 7.05. Vacancies. A vacancy in an office because of death, resignation, removal, or any other cause shall be filled by the Board for the unexpired part of the term in the manner prescribed in these Bylaws for elections to such office.

Section 7.06. President. The President shall: (a) oversee the business of the CMYO; (b) Preside at all meetings of the Board of Directors as well as Special and Annual Meetings; (c) See that all orders and resolutions of the Board of Directors are carried out; (d) Appoint committee chairpersons subject to approval by the Board of Directors; (e) Sign and execute such documents as may be required for the business of the CMYO; and (f) Perform other duties as may be prescribed by the Board of Directors.

Section 7.08. Treasurer. The Treasurer shall: (a) Keep accurate accounts of all monies of the CMYO received or disbursed; (b) Present a financial report to the Board of Directors at the Annual Meeting or at other times when requested; (c) Assist the board with preparing in the preparation of the Annual Budget; (d) Assist the board with preparing in the preparation of the Annual Budget; (e) Co-Sign with the President checks drawn in the name of the CMYO, unless the Board of Directors designate another person to do so; (f) Prepare tax information and reporting as required of the tax laws; (g) Perform other duties as may be prescribed by the Board of Directors or the CMYO members by resolution.

Section 7.09. Secretary. The Secretary shall: (a) Ensure that a proper written record of all proceedings is taken at each meeting of the CMYO, the Board of Directors. Files shall be digitally maintained on an offsite location and available for public inspection; (b) File copies of committee reports; and (c) Prepare and distribute all communications from the CMYO, the Board of Directors, including Agendas

Section 7.10. Other Officers. This corporation may have such other officers and agents as the Board of Directors considers necessary for the operation and management of the corporation, each of whom has the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board of Directors.

Section 7.11. Delegation. Unless prohibited by a resolution adopted by the Board of Directors, an officer may, without the approval of the Board of Directors, delegate some or all the duties and powers of an office to other persons.

ARTICLE VIII. COMMITTEES

Section 8.01. Executive Committee. The Executive Committee of the CMYO shall consist of the President, the Secretary, and the Treasurer. The Committee may meet at stated times or at such other times as the Committee shall determine. The Committee shall have the authority during the intervals between meetings of the Board of Directors to exercise all the powers of the full Board within such limitations, if any, as the Board may from time to time prescribe. The Executive Committee shall keep and make available to the Board of Directors written minutes of the meeting. A quorum for the transaction of business shall consist of a majority of the members of the Executive Committee.

_____ Section 7.02. Committees. The Board of Directors shall appoint ad hoc committees as it deems appropriate to assist in fulfilling the purpose of the CMYO. Special committees may be selected to deal with specific matters of the organization. Such committees shall fulfill their purposes and continue to operate only as long as their assigned responsibilities remain necessary. Committee shall give reports of their work at each Board Director's meeting.

ARTICLE IX. BOOKS OF RECORD

Section 9.01. Records. The corporation shall keep at its registered office correct and complete copies of:

1. Its Articles of Incorporation and Bylaws;
2. Accounting records; and
3. Minutes of meetings of the Board of Directors and committees having any of the authority of the Board of Directors

ARTICLE X. FINANCE

Section 10.01. Any dues, contributions, grants, bequests, or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 10.02. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 10.03. All contracts, checks and orders for the payment, receipt, or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

Section 10.04. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 10.05. Title to all property, if any, shall be held in the name of the corporation.

ARTICLE XI. INDEMNIFICATION

Section 11.01. Indemnification. To the full extent permitted by the Minnesota nonprofit corporation act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, director or officer of the corporation, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE XII. FISCAL POLICIES

Section 12.01. Fiscal Year. The fiscal year for the CMYO shall run from July 1 to June 30 unless the CMYO members vote otherwise.

ARTICLE XIII. TERMINATION AND DISSOLUTION

Section 13.01. Termination and Dissolution. In the event that it becomes necessary for the CMYO to dissolve, a special meeting of the CMYO voting members shall be convened. Upon adoption of such resolution to dissolve, the real and personal property of the CMYO shall be distributed, according to any legal requirements, to another youth orchestra program selected by the CMYO voting members at said meeting.

**ARTICLE XIV.
PARLIAMENTARY PROCEDURE**

Section 14.01. Parliamentary Procedure. Robert's Rules of Order shall be the basis for the conduct of all meetings and questions of procedure.

**ARTICLE XV.
AMENDMENTS**

Section 15.01. Amendments. Amendments to the Articles of Incorporation and these Bylaws must be approved by the affirmative vote of sixty percent (60%) of the directors currently holding office.

These Bylaws have been approved and adopted by the Board of Directors of this corporation by written action dated _____, 2013.

John Johnson, Treasurer

Thomas Jones, President