

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 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 TSS 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 four classes of membership:

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

Family membership is offered at a discount.

Life members shall make a one-time payment as determined by the TSS Board and shall thereafter be exempt from the payment of dues.

Honorary Membership may be conferred by the 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.

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, Family, and Life membership shall be established by the TSS 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 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; 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. If approved by the Board, two individuals may be elected as co-Presidents. In addition, the President may appoint a Director of Marketing/Publicity, a Director of Long-Range Planning, an Historian,

Chair of the Tour of Homes, and a member-at-large. Officers shall perform the duties prescribed by these bylaws.

Section 2. Nomination of Officers.

By January 31, the membership will be asked to submit names for consideration by the nominating committee. The nominating committee shall submit a slate of nominees to the membership by email by February 28 to be returned by March 31.

Section 3. Election of Officers. Officers shall be elected every even-numbered year at the April meeting by a majority of votes cast by any members in attendance.

Section 4. Installation of Officers. Officers shall be installed at the Spring 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 Publicity / Marketing, Director of Long-Range Planning, an Historian, a Member-at-Large; and Chair of the Tour of Homes
- Appoint a chair of the Nominating 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 as needed and recommend revisions.

The Second Vice President shall:

- Create strategies for increasing membership in the TSS;
- Notify each current member in writing that annual dues are payable by June 1;
- Collect membership dues;
- Maintain membership records;
- Distribute an updated membership directory annually either by email or printed form; and
- Create and distribute the newsletter, TSS Noteworthy.

The Third Vice President shall:

- Organize volunteers from among the membership and the community at large for mailings and other group activities such as concerts, soirees, and fundraising events.

The Secretary shall:

- Keep the minutes of TSS Board meetings and distribute them to the TSS Board members.
- Attend to all correspondence; and prepare the agenda for the meetings.
- Notify the TSS 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 \$2500.00 shall require only one signature. Checks for \$2500.00 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 TSS Board Meetings-

- Participate in the preparation of the TSS annual budget; and
- Provide the TSO with all records for its annual audit.

The Director of Publicity/Marketing shall:

- Develop and implement strategies for publicizing TSS events;
Write articles for publicizing the activities of TSS to the local and area media.

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 Board by April of each odd-numbered year.

The Historian shall:

- Keep records of the projects and activities of the TSS.

Section 7. Vacancies of Office.

- A. How filled. Offices that are vacated mid-term shall be filled by a majority vote of the TSS 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 midterm 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. TSS BOARD

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

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

Section 3. TSS members are welcome at all Board meetings.

Section 4. Quorum. A quorum shall consist of five members of the 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 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 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 Nominating Committee shall prepare and submit a slate of nominees to the Board at the February Board Meeting. All those named to the slate will have accepted their nomination.

ARTICLE 6. TSS BOARD MEETINGS

Section 1. TSS Board Meetings. The Board shall meet at least eight times during each fiscal year.

Section 2. Membership Meetings. Membership meetings will be held as deemed necessary by the TSS Board, but no less frequently than once a year.

Section 3. 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 email 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 disbursal 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 review the Bylaws of the TSS and recommend revisions to the Board, if deemed appropriate. Amendments may be adopted at any TSS 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
Seventh revision:	August 9, 2011
Eighth revision:	September, 2012
Ninth revision:	April, 2016