

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is NORWALK GAMER SYMPHONY ORCHESTRA, INC., to be referred to in these bylaws as “NGSO”.

ARTICLE II. PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized and operated exclusively for educational, charitable, and/or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law, as follows in Section 2.

Section 2. Specific Purpose

The purpose of the NGSO is to promote musical excellence of its members by providing them an environment for enjoying and developing their musical talents, to foster musical appreciation in the public view by the presentation of public concerts/performances and outreach events, and to encourage a meaningful experience of music.

ARTICLE III. MEMBERSHIP

Section 1. Class of Membership

There shall be one class of members in the NGSO.

Section 2. Membership

Members may be admitted as necessary to meet the instrumental requirements of the musical selections to be played by the NGSO. At the time of incorporation, those persons to be given membership status shall be determined by majority vote of the incorporators; thereafter, members will be accepted by action of the Board of Directors. Continued membership is contingent upon members meeting expectations set forth in the “NGSO Membership Rules and Regulations”. Orchestra members shall not be paid for participating in NGSO activities.

Section 3: Non-member Participants

On occasion it may be necessary to recruit persons from outside the NGSO's membership to fill special roles. Examples are: players to cover parts not covered by members, instrumental or vocal soloists, a conductor for the NGSO, and such management personnel (e.g., publicity director, librarian, stage manager, recording technicians) as may not be recruited from the NGSO's membership. Such non-member participants may or may not be paid for their services, as determined by the Board of Directors.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation (either physically or digitally) with the Secretary of the NGSO. Termination of membership shall occur only by a three-quarters (3/4) vote of the Board of Directors. Resignation or termination shall not relieve a member of unpaid dues, or other charges previously accrued.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held monthly, at a time and place designated by the Board of Directors at the annual meeting of the membership. Each member will be notified at least five (5) days in advance of any regular meeting or meeting changes by the Secretary of the NGSO.

Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of June - the specific date, time and location of which will be designated by the Board of Directors. At the annual meeting the members shall receive reports on the activities of the NGSO, and determine the direction of the association for the coming year.

Section 3. Election Meetings

An annual meeting of the members shall take place in the month of May (prior to the annual Board of Directors meeting) where the membership shall elect directors and officers.

Section 4. Special Meetings

Special meetings may be called by a simple majority of the board of directors, a committee, or by a petition signed by twenty-five percent (25%) of members. Notice for special meetings must be submitted to the Secretary of the NGSO, and members must be notified at least three (3) days in advance of the special meeting.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least twenty percent (20%) of the membership.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those members and Directors present at the meeting in which the vote takes place. Proxy voting is not permitted.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the NGSO shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the NGSO.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than four (4) nor more than twelve (12) including the following officers: the President, the Vice-President, the Secretary, the Treasurer. Of the total number of Directors, a majority shall be members of the NGSO.

Directors shall be elected at the annual election meeting for a term of two (2) years. Should a Director cease to be in office because of death, resignation, or lawful removal, a successor shall be elected to serve out the unexpired term by vote of the members of the NGSO at a special meeting called for that purpose.

Newly elected members of the Board of Directors who have not served before shall serve initial one (1) year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional two-year terms.

All candidates for Board of Director positions are required to have been a member of the NGSO for no less than one year and must be in good standing. A candidate may be exempted from these requirements by a two-thirds (2/3) vote of the current membership at a special meeting called for that purpose.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of May (after the annual election meeting) of each calendar year and at a location designated by the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date by the Secretary of the NGSO.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President of the NGSO or any two members of the Board of Directors. The person(s) who called the special meeting of the Board of Directors may fix any location as the place for holding said meeting. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by electronic methods.

Section 5. Quorum

A quorum for a meeting of the Board of Directors shall consist of a simple majority of the Directors.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those Directors present at the meeting in which the vote takes place. Proxy voting is not permitted.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of the requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit their seat on

the Board. The Secretary shall notify the Director in writing that their seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual election meeting nor the annual meeting of members and are not entitled to the procedure outlined in Section 8 of this Article.

Section 8. Removal

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 8 of this Article.

Section 9: Resignation

Any Director may resign by filing a written resignation (either physically or digitally) with the Secretary, President, and Vice President at least sixty (60) days in advance of their departure from the board.

Section 10: Chair

The President of the NGSO shall also serve as Chair of the Board of Directors and shall preside over all meetings of the NGSO and of its Board of Directors.

ARTICLE VI. OFFICERS

Section 1. Number

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer and any other officers as the Board of Directors shall from time to time

appoint. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election

The officers of the NGSO shall be elected by the members at the annual election meeting of the NGSO. All candidates for officer positions are required to have been a member of the NGSO for no less than one year and must be in good standing. A candidate may be exempted from these requirements by a two-thirds (2/3) vote of the current membership at a special meeting called for that purpose.

Officers shall be elected at the annual election meeting for a term of two (2) years. Should an officer cease to be in office because of death, resignation, or lawful removal, a successor shall be elected to serve out the unexpired term by vote of the members of the NGSO at a special meeting called for that purpose.

Newly elected officers who have not served before shall serve initial one (1) year terms. At the conclusion of the initial one-year term, officers may serve additional two-year terms.

Section 3. Duties

The officers of the NGSO are to effect the policies contained in these bylaws, and as shall be prescribed by the Board of Directors, as follows:

1. **President:** The President shall preside at all meetings of the NGSO and shall serve as Chair of the Board of Directors. The President shall be ex officio member of all committees of the NGSO and of the Board of Directors.
2. **Vice-President:** The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice President shall perform such duties as are assigned by the Board of Directors or are delegated by the President.
3. **Secretary:** The Secretary shall serve both the NGSO and the Board of Directors in notifying members and Directors of meetings, recording and maintaining a permanent record of minutes of all meetings, and handling correspondence.
4. **Treasurer:** The Treasurer shall have charge of all funds and securities of the NGSO, shall deposit all monies received by the NGSO in a bank account bearing its name, shall disburse monies according to the instruction of the President or

Board of Directors, and shall keep accurate records of all such transactions. The Treasurer of the NGSO is the Chair of the Finance Committee.

For all contracts, the contract shall be reviewed by the President of the NGSO, and the President will appoint a co-signer to sign the contract in addition to the President. The co-signer is required to be an officer of the NGSO.

Section 4. Forfeiture or Removal

Refer to Article V Section 7 and 8.

Section 5. Vacancies

In the event that no candidate is elected as Officer to fill a vacancy, the Board of Directors shall appoint a person to hold that office. An appointed officer shall hold office until their successor is elected at the next annual election meeting.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs, except as otherwise noted (ie: Finance Committee).

Section 2. Finance Committee

The Treasurer of the NGSO is the Chair of the Finance Committee, which includes two (2) other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members.

The board must approve the budget and all expenditures must be within budget. Any change in the budget must be approved by the board. The fiscal year shall be July 1st through the succeeding June 30th. Annual reports are required to be submitted to the board showing income, expenditures, and pending income at the annual Board of Directors meeting. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 3: Program Committee

There shall be a committee of at least three (3) persons with a Program Director as its Chair whose responsibility will be:

- To plan the program of musical selections to be played by the NGSO as required.
- To seek suggestions and advice from the members of the NGSO and other knowledgeable persons, and work with the conductor of the orchestra to determine whether music selected for the program is appropriate and desirable.
- To determine available sources of such music and, in consultation with the Treasurer, determine that music to be bought or rented is within the financial means of the NGSO. The Chair of the committee and a majority of its members shall be members of the NGSO.

Section 4: Personnel Committee

There shall be a committee of at least one (1) person, with the Secretary of the NGSO as its Chair, whose responsibility will be:

- Contacting players when rehearsals or performances are scheduled, cancelled, postponed, added, or otherwise changed.
- Keeping a written record of the current membership: including (but not limited to): Name, Town of Residence, Instrument(s), Email address, and Phone Number for every member.

Additional members of the Committee may be recruited as needed to execute the responsibilities of the Committee. This Committee may be allotted funds for telephone charges, photocopying of personnel rosters, and the like, at the discretion of the Treasurer. The Chair and all members of this Committee shall be members of the NGSO.

Section 5: Social Media & Community Engagement Committee

A committee of at least two (2) persons with the NGSO's Social Media & Community Engagement Director as its Chair shall be responsible for:

- Publicizing concerts, community outreach events, and any other activities of the NGSO that may be of interest to the community-at-large.
- Manage social media accounts (Facebook, Instagram, Soundcloud, etc), email accounts, and the website.

To this end, the Committee may prepare statements for use by the media, have posters printed, create email accounts, and the like. Preparation of a printed program for each concert is the responsibility of the Committee. Monies allocated for printing and other costs incurred by this Committee shall be determined by the Treasurer.

Section 6: Library Committee

A committee of at least one (1) person with the NGSO's Librarian as its Chair shall be responsible for the security and management of the musical scores and parts used by the NGSO. Music owned, rented, or borrowed by the NGSO shall be distributed to players at rehearsals and collected after concerts by the Librarian, who shall also return rented or borrowed music to its rightful owner.

Section 7: Stage Committee

This committee of at least one (1) person with a Stage Manager as its Chair shall assure the availability of an appropriate hall for the NGSO's rehearsals and concerts, and shall supervise the setting up of chairs, stands, and the like as appropriate to the needs of these events. This Committee is also responsible for developing riders to meet the needs of the NGSO for any particular performance. Monies allocated for rehearsals, concerts, and other costs incurred by this Committee shall be determined by the Treasurer.

Article VIII. FINANCES

All monies of the NGSO shall be received and expended by the Treasurer of the NGSO.

Section 1. Fiscal Year & Policies

The fiscal year for the NGSO shall be from July 1st to the succeeding June 30th. The financial policies of the NGSO shall be governed by a budget adopted by a three-quarters (3/4) majority vote of the Board of Directors at the annual meeting of the Board of Directors.

Section 2. Income & Dues

Income of the NGSO shall be derived from dues assessed to each NGSO member, from fundraising projects conducted by the NGSO, and from charitable donations. The

amount required for monthly dues and the due date shall be determined by the Treasurer of the NGSO, and must be addressed at the annual meeting of the full membership. Any changes to the monthly due amount or due date requires a three-fourths vote of the Board of Directors at either the annual meeting or a special meeting called for that express purpose.

Section 3. Expenditures & Reimbursements

All expenditures and reimbursements for items that are not included within the current budget, and are over fifty dollars (\$50), must be approved by a majority vote of the NGSO. All expenditures and reimbursements that are not included within the current budget, and are equal to or less than fifty dollars (\$50) must be approved by the Treasurer of the NGSO. A receipt must accompany all requests for reimbursements.

Section 4. Compensation

No part of the net earnings of the NGSO shall inure to the benefit of any director, or officer of the NGSO, or any private individual (except that reasonable compensation may be paid for services rendered to or for the NGSO), and no director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the NGSO. No substantial part of the activities of the NGSO shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX. BOOKS AND RECORDS

The NGSO shall keep complete books and records of accounts and minutes of the proceedings of all meetings.

ARTICLE X. AMENDMENTS

These bylaws or any article or section thereof may be amended or repealed by a two-thirds majority vote of the members at a meeting of the NGSO, provided that they constitute a quorum and that specific notice of such action is included in an agenda given or mailed (either physically or digitally) to each NGSO member at least ten (10) days prior to the meeting.

ARTICLE XI: DISSOLUTION

The NGSO may be dissolved by a two-thirds majority vote of the members at a special meeting of the NGSO called for that express purpose, provided that they constitute a quorum and that specific notice of such action is mailed (either physically or digitally) to each NGSO member at least ten days prior to the meeting. The NGSO may automatically be dissolved if the four mandatory board positions (President, Vice President, Secretary, and Treasurer) cannot be filled *and* the requisite number of four board members total cannot be achieved.

In the event of dissolution, no member, director, officer of the NGSO, or any private individual shall be entitled to share in the distribution of any assets of the NGSO. All assets remaining after payment of all debts and obligations of the NGSO and the necessary expenses of dissolution, shall be distributed pursuant to a Plan of Distribution adopted by the Board of Directors and subject to the approval of a Justice of the Supreme Court of the State of Connecticut, which Plan shall provide the transfer of those assets to another organization or organizations exempt under IRC §501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of the NGSO, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of the preceding pages, as the bylaws of the NGSO.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

President – Norwalk Gamer Symphony Orchestra, Inc.

ATTEST: Secretary – Norwalk Gamer Symphony Orchestra, Inc.