BYLAWS OF THREE RIVERS COMMUNITY ORCHESTRA

ARTICLE I – NAME. This organization shall be known as Three Rivers Community Orchestra, also designated herein as TRCO, a non-profit organization incorporated in the State of Oregon.

Section 1: LOCATION. The TRCO shall be based in the community of Grants Pass. Membership is open to qualified musicians as defined in section 5 from the surrounding area and communities.

ARTICLE II - MISSION

Section 1: PURPOSE. TRCO is a musical group dedicated to cultural enrichment through symphonic music. The purpose for which TRCO is organized and operated is exclusively literary and educational as defined in Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 2: OBJECTIVES. The objectives of TRCO shall be

A. To create and maintain a non-profit community orchestra,

B. To offer qualified instrumentalists from Grants Pass and surrounding communities an opportunity to perform symphonic music,

C. To foster music education for both youth and adults, and

D. To contribute to the enhancement of the performing arts in Grants Pass and the surrounding communities.

Section 3: ACTIVITIES. In furtherance thereof, TRCO will prepare rehearsals, concerts and special events, provide educational opportunities, seek and accept funding, enter into contracts, and conduct any and all activities in which a non-profit, non-stock corporation may legally engage in the State of Oregon in accordance with these Bylaws.

ARTICLE III - DEFINITION OF TERMS

Section 1: "TRCO" shall mean Three Rivers Community Orchestra.

Section 2: "The Board" shall mean the Board of Directors of TRCO.

Section 3: "Membership" shall mean all voting members of TRCO: musicians, the Music Director, and members of the Board.

Section 4: "The Concert Season" shall refer to the period of TRCO rehearsals and concerts, usually in the months of September through June.
Section 5. Musician Skill Levels Required.

Intermediate: The person is in the process of exploring the standard repertoire, perhaps avoiding works that are too technically challenging. They concentrate on not making major mistakes while reading an unfamiliar part. They are aware of what the others are doing. They often slow down a fast movement for technical reasons in order to learn it well.

Experienced: The person is familiar with portions of the standard repertoire; they play in tune and at tempo after a reading or two. They generally sound good on their instrument, and sight-reading is not a major problem. They are attentive to all markings in the score and pay attention to blend, balance, dynamics, style, and basic phrasing on a first reading. When making a mistake, they can usually get back in without stopping.]

ARTICLE IV – MEMBERSHIP

Section 1: MUSICIANS. Any person interested in performing with TRCO may request an audition or interview from the Music Director. Granting an interview or audition and accepting applicants are at the discretion of the Music Director. Musicians should have a minimum skill level of intermediate to experienced. See definitions above.

Section 2: AUDITIONS. All positions in the orchestra for which there are more applicants than positions shall be interviewed or auditioned. Final decisions on the acceptance of the musicians will reside with the Music Director.

Section 3: GUESTS. One objective of TRCO is to provide an opportunity for Grants Pass and surrounding community musicians to experience symphonic music. As part of this educational mission of the orchestra, guest players are welcome at early rehearsals in each concert cycle, subject to the availability of parts and approval of the Music Director.

Section 4: MUSIC DIRECTOR.

A. The Music Director is not a member of the Board of Directors, but shall make recommendations and provide guidance to the Board pertaining to all musical aspects of the orchestra. In addition, the Music Director will preside at rehearsals and concerts, recommend special rehearsals, and oversee the musical quality of the Orchestra. The Music Director shall not make any decision having a financial impact on the Orchestra without prior approval of the Board of Directors.

B. The Music Director is appointed by the Board with the approval of a majority of Orchestra members. Each January, the Board may decide either to retain the current Music Director for the following Concert Season, or with the approval of a majority of Orchestra members, to begin a search for a new Music Director.

C. The Music Director shall serve at will and may leave on their own or be released from his or her position at any time by majority vote of the Board of Directors.
D. In the event of an actual or anticipated vacancy in the office of Music Director, the TRCO President shall appoint a committee to search for a new Music Director. The Search Committee shall post the position in appropriate venues, review all applications received by the deadline, and select no more than four finalists. Orchestra members shall select a piece of music and have final applicants conduct the orchestra in a regular rehearsal. After the last finalist's audition, orchestra members shall evaluate each finalist. Approval by majority vote of the members present at the auditions shall determine the finalist that will be appointed by the Board of Directors as the new Music Director.

E. The Music Director shall acknowledge that orchestra members are allowed to have input into the music that is played for performances and take those preferences into consideration. However, the Music Director will have the final decision as to the music that is played based on overall skills of the orchestra, musical merit of the piece and consideration of the audience for which the performance is intended.

Section 6: FEES AND ASSESSMENTS. As necessary, membership fees and/or assessments will be levied.

Section 7: RELEASE FORMS. All members and guest performers shall sign and submit to the Orchestra an audio/video release before participating with the TRCO. The Orchestra shall retain release statements in perpetuity.

ARTICLE V – BOARD OF DIRECTORS

Section 1: BOARD OF DIRECTORS. TRCO shall be governed by a Board of Directors. The Board shall be responsible to the Membership for implementation of the stated purposes of TRCO and shall provide guidance and direction to the Operating Officers.

Section 2: MEMBERSHIP.

A. The Board of Directors shall consist of six (6) elected Directors, and two (2) Members-at-Large for a total of eight (8) directors.

B. Directors shall be elected to staggered two-year terms at the Annual Meeting of the membership. All Directors have full voting privileges.

C. Directors shall serve for terms of two years commencing immediately following the Annual Meeting election.

1) The six Operating Officers: President, Vice President, Secretary, Treasurer, Development Director, and Artistic Director. The President, Secretary, and Artistic Director shall be elected in even-numbered years. The Vice President, Treasurer and Development Director shall be elected in odd-numbered years. Only prior Board members, who are performing musicians with the TRCO, are eligible to stand as candidates for the position of President.
2) Two Members-at-Large shall be elected for a term of two years commencing immediately following their election.

3) The Music Director shall serve as long as S/he remains in good standing.

Section 3: No Board member will be removed or have a shortened term as a consequence of Bylaw changes. Changes in Bylaws will be implemented as individual terms of existing Board members expire.

Section 4: Mid-term vacancies on the Board may be filled by appointment through a vote of the Board to fill the unexpired term until the next Annual Meeting. If there is a remaining year of this unexpired term, members will vote at the next Annual Meeting to fill this unexpired term for the remaining year.

Section 5: At least six of the Board members must be performing members of the Orchestra, including the President.

Section 6: The Board members shall be elected by the Membership

ARTICLE VI – OPERATING OFFICERS

Section 1: The Operating Officers (President, Vice President, Secretary, Treasurer, Development Director, and Artistic Director) shall be responsible for carrying out the day-to-day business and operational activities of TRCO.

Section 2: PRESIDENT. The TRCO President shall chair all meetings of the membership and of the Board as a voting member. The President shall oversee all operating activities and details to ensure successful performances by the Orchestra. The President shall recommend appointees for various tasks as needed, to be approved by the Board, and the President shall appoint standing and ad hoc committees as required. The President shall, with the Treasurer, be a Legal Signatory for TRCO.

Section 3: VICE PRESIDENT. The TRCO Vice President shall act as the primary direct link between the Board of Directors and the membership of the Orchestra and shall maintain, or delegate the maintenance of, the Release Forms database. In the event of the President's absence, the Vice President shall act for and assume the responsibilities of the President. In the event of the President's resignation, the Vice President will assume the role of President. The Vice President shall chair the Nominating Committee.

Section 4: SECRETARY. The TRCO Secretary shall record minutes of all meetings and maintain records of the organization, unless otherwise stated in these Bylaws. The Secretary shall give notice of all meetings including the Annual Meeting and meetings of the Board of Directors. The Secretary shall also serve as Chair of the Bylaws Revision Committee. The Secretary shall make the latest revised Bylaws available to the Membership within 15 days after any changes are made, through print or any electronic media commonly and currently used by TRCO.
Section 5: TREASURER. The TRCO Treasurer shall be a Legal Signatory of the organization, shall collect, disburse and account for all TRCO funds and be responsible to the Board for all financial activities of TRCO. This shall include the timely filing of all necessary Federal and State tax returns and financial forms. The Treasurer shall report the status of finances of TRCO at each Board meeting and work with the Budget Committee to prepare an Annual Projected Budget of expenses and disbursements for TRCO before the last Board meeting prior to the Annual Meeting each year.

Section 6: DEVELOPMENT DIRECTOR. The role of the Development Director is to develop and implement a strategic plan to raise vital funds for the organization in a cost-effective and time-efficient manner. The Development Director will chair and direct the Fund Raising Committee, communicate with current and prospective donors. The Development Director will manage individual and corporate gifts as well as planned and annual giving campaigns.

Section 7: ARTISTIC DIRECTOR. Works with the board, music director and players to develop themes for concerts. Assists the music director in finding and selecting music and acquiring it through purchase, TRCO’s existing library, IMSLP, or other sources. The Artistic Director is responsible for making music available to players for each concert series, collecting it afterward and returning it to its proper place. Assists the music director in auditioning, interviewing, selecting new players and guest artists.

ARTICLE VII – FISCAL YEAR The Fiscal Year shall be from January 1 to December 31 annually.

ARTICLE VIII – MEETINGS

Section 1: BOARD OF DIRECTORS MEETINGS.

A. The Board of Directors shall have regular meetings as necessary, separate from the annual or emergency meetings to discuss and implement goals for TRCO, to give guidance to the Operating Officers and Music Director, and to prepare for subsequent meetings. Additionally, the Board of Directors may conduct business by any current means generally acceptable to businesses, including, but not limited to electronic transmissions. Board meetings shall be chaired by the President as the Board Chair and conducted by civil rules of order, conduct and propriety. All such meetings are to have a predetermined agenda for topics of discussion and resolution. Deliverables or action items will be identified and/or delegated to the appropriate person(s). Decisions will be made by simple majority vote by the Board.

B. A quorum for the Board of Directors is a simple majority of the Board. Board meetings will be open to members of the Orchestra unless the Board by majority vote has chosen to hold an executive session.

Section 2: ANNUAL MEETING.

A. An Annual Meeting shall be held each year in the spring, to hear reports of the Operating Officers and various committees and to act upon any general business,
including elections of Board Members. Musical programming for the subsequent season, as decided by the Music Director, will be announced at the Annual Meeting. The Annual Meeting shall be chaired by the President or duly appointed designee. And are to be conducted in the same manner as Board meetings described Article VIII, Section 1A

B. A quorum for the Annual Meeting shall consist of a simple majority of the current orchestra membership in attendance at the opening of the meeting.

C. An announcement/notice of each Annual Meeting shall be presented to the membership at least two weeks prior to the date of the meeting.

D. The announcement of the Annual Meeting shall include an accompanying statement of purpose and the Nominating Committee’s proposed slate of officers/candidates for election to the following year’s Board.

E. The Board shall make a reasonable attempt to notify all members through any or all of the following methods: the TRCO website and/or any TRCO electronic media including but not limited to email; verbal announcements at rehearsals or concerts; telephone messages; and distribution of written announcements by hand or mail.

Section 3: EMERGENCY/SPECIAL MEETINGS.

A. As the need arises, a majority vote of the Board may call an emergency meeting of the general membership of TRCO. Actions specifically disallowed at emergency meetings include revision of Bylaws, and votes on any major change that could jeopardize the continued existence of TRCO.

B. The quorum for emergency meetings shall equal that of Annual Meetings.

ARTICLE IX - COMMITTEES

Section 1: STANDING COMMITTEES.

A. Additional Standing Committees may be established by the Board of Directors. The Standing Committees shall perform such duties as provided in these Bylaws.

B. NOMINATING COMMITTEE. A Nominating Committee shall be appointed by the TRCO President and approved by the Board of Directors at least two months prior to the Annual Meeting election.

1) MEMBERSHIP. The TRCO Vice President shall chair this committee with at least two other Board members, at least one of whom must be an Orchestra member, appointed by the President and approved by the Board.

2) DUTIES. The duties of this committee shall include the preparation of a list of nominees for TRCO vacant offices including Operating Officers and Members at Large according to the two-year rotating term schedule. The Committee shall report a slate of
candidates for all vacancies to the Board at least one month prior to the elections to be held at the Annual Meeting.

C. BUDGET COMMITTEE. The Budget Committee shall prepare an Annual Projected Budget and shall review budget procedures annually.

1) MEMBERSHIP. The Budget Committee shall be chaired by the TRCO Treasurer, and membership may include representatives from the Orchestra.

2) DUTIES. The Budget Committee shall prepare an Annual Projected Budget for approval by the Board at its last meeting prior to the Annual Meeting. The budget should contain budget amounts projected for each major budget program of TRCO.

D. BYLAWS REVISION COMMITTEE. A Bylaws Revision Committee shall be appointed by the TRCO President at least two months prior to the Annual Meeting to review and rewrite Bylaws as necessary and according to the provisions for revision in these Bylaws.

1) MEMBERSHIP. The Bylaws Revision Committee shall be chaired by the TRCO Secretary and may have members from the Board representing the Orchestra and Grants Pass community.

2) DUTIES. The duties of the Bylaws Revision Committee shall include yearly reviews of the Bylaws and written changes to be proposed to the Board in time for notification of the Membership before the Annual Meeting.

E. FUND RAISING COMMITTEE. The Fund Raising Committee will work with and be chaired by the Development Director to develop and implement strategies to raise funds through donations and other means in order support the purpose of TRCO.

1) MEMBERSHIP. The Fund Raising Committee shall be chaired by the Development Director and include two other Board members and two representatives from the orchestra.

2) DUTIES. The Fund Raising Committee will develop appropriate methods and strategies to raise funds from potential donors and other possible sources of funding.

Section 2: AD HOC COMMITTEES. Ad Hoc Committees may be appointed by the President at any time in order to carry out any business of TRCO.

ARTICLE X - AMENDMENT OF BYLAWS

Section 1: AMENDMENT VOTE. The Bylaws may be changed or amended by a 2/3 vote of the Membership in attendance at an Annual Meeting of TRCO at which there is a quorum.

Section 2: LIMITATION OF POWER TO AMEND. Anything herein to the contrary notwithstanding, no change shall be made in these Bylaws that will affect the exempt status of the organization under Section 501(c)(3) of the Internal Revenue Code.
Section 3: WRITTEN AMENDMENT. Whenever a Bylaw is amended or repealed or a new Bylaw is adopted, such action and the date on which it was taken shall be noted by the Secretary on the original Bylaws in the appropriate place. A new set of Bylaws shall be prepared incorporating such changes.

ARTICLE XI - MISCELLANEOUS

Section 1: DISSOLUTION. Dissolution of TRCO requires a 90% vote at an Annual Meeting with a 50% quorum of current members. In the event of dissolution, all of the real assets of the TRCO shall be distributed to one or more non-profit corporations that satisfy the intent of section 501(c)(3) of the United States Internal Revenue Code and are engaged in similar musical activities. No member or Officer of TRCO shall realize any financial gain as a result of this dissolution.

Section 2: INDEMNIFICATION AND REIMBURSEMENT. TRCO shall be bound by and comply with the provisions of Oregon Statutes pertaining to the indemnification of corporate Members, Directors, Officers and Agents.

Section 3: STATUTORY REFERENCES. Any reference herein to a section of the Internal Revenue Code or the Oregon General Statutes shall mean such section as it is constituted at the time of the adoption of these Bylaws and as it may hereafter be amended, added to or otherwise changed, and it shall also include any other provision of similar purpose which may hereafter become applicable to the organization.

Section 4: CONFLICT OF INTEREST. Board members shall abstain from any decisions involving family members or any matters involving a direct or indirect material interest.

Section 5: NON-DISCRIMINATION. TRCO does not discriminate against individuals on the basis of race, color, sex, sexual orientation, gender identity, religion, disability, age, veteran status, ancestry, or national or ethnic origin.