

BYLAWS:

Organization formed - 1929

Articles of Incorporation - June 23, 1983

Bylaws origination - 1983

Amended – May 7, 2007

BYLAWS OF
BURLINGTON CIVIC MUSIC ASSOCIATION

ARTICLE I

CORPORATION

SECTION 1. NAME. The corporation shall be known as the Burlington Civic Music Association.

SECTION 2. MISSION STATEMENT. The mission of the corporation is to offer a series of outstanding and varied programs to entertain, enrich and educate audiences from Southeast Iowa and Western Illinois.

SECTION 3. PURPOSES OF THE CORPORATION. The purposes for which this corporation is formed are as follows:

- a. Develop annual programs which fit within the mission statement.
- b. Raise funds to cover expenses of the programs.
- c. Seek membership support and commitment for the Association through an annual membership campaign.

SECTION 4. MEMBERSHIP. The members of the corporation shall be all persons who purchase adult season tickets to the program series sponsored by the corporation. All members shall be entitled to one vote at any meeting of the membership.

SECTION 5. DUTIES OF THE MEMBERSHIP. The duties of the membership of the corporation shall be to:

- a. Elect the Board of Directors;
- b. Approve amendments to the Bylaws.

SECTION 6. ANNUAL MEETING. The annual meeting and all special meetings of the corporation shall be held at such place as may be determined by the Board of Directors. If the annual meeting of the membership is held immediately following the last program of the series, no notice of the meeting shall be required to be given to the members. If the annual meeting is held at any other time or if a special meeting is called as provided in Section 504A.13 of the Code of Iowa, notice of such meeting shall be given by publication in a newspaper of general circulation in the City of Burlington, Iowa once each week for two consecutive weeks. The notice shall state the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called. The second publication of the notice shall be not less than five days nor more than thirty days prior to the date of the meeting.

SECTION 7. QUORUM. A majority of those members present and voting shall constitute a quorum at any meeting of the corporation.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. MEMBERSHIP. The Board of Directors shall consist of no less than eighteen members and not more than twenty-four members elected from the membership of the corporation. All Directors shall be elected for a three year term.

SECTION 2. MEETINGS. The reorganizational meeting of the Board of Directors shall follow the annual meeting of the corporation at the regularly scheduled June meeting. The Board of Directors shall meet monthly unless determined otherwise by a majority vote of the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons calling such special meeting shall determine the time and place for holding said meeting. Notice of any special meeting shall be given at least two days prior to the meeting by written notice delivered personally or e- mailed to each Director.

SECTION 3. DUTIES. The Board of Directors shall be accountable to the membership of the corporation for managing the business and affairs of the corporation. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

SECTION 4. ABSENCES. A Board member shall be replaced by a vote of the Board if absent for three consecutive regular meetings without valid excuse.

SECTION 5. VACANCIES. Vacancies on the Board of Directors shall be filled by the Board of Directors for the unexpired portion of the term.

SECTION 6. RESIGNATIONS. A resignation by a member of the Executive Committee shall also be considered a resignation from the Board.

SECTION 7. QUORUM. A majority of the Board of Directors shall constitute a quorum. Any measure passed by the Board of Directors must be approved by a majority of those present.

ARTICLE III

OFFICERS

SECTION 1. OFFICES. The officers of the corporation shall be President, Vice President, Secretary and Treasurer.

SECTION 2. ELECTION. The officers of the corporation shall be elected annually by the members of the corporation at the annual meeting of the corporation. To be eligible to be an officer, an individual must be a member of the Board of Directors.

SECTION 3. TERM OF OFFICE. Each officer will serve for a minimum of one year.

SECTION 4. VACANCY. Should a vacancy occur in any officer's position, the Board of Directors shall select a replacement to fulfill the unexpired term of the officer.

SECTION 5. DUTIES.

A. PRESIDENT. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control all the business and affairs of the corporation. The President shall preside at all meetings of the members of the corporation and of the Board of Directors. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Bylaws or by the Board of Directors from time to time.

.B. VICE PRESIDENT. The Vice President shall act in the President's absence, death, inability, or refusal to act.

C. SECRETARY. The Secretary shall be responsible for monitoring the following duties:

1. Keep the minutes of the meetings of the corporation, the Board of Directors, and the Executive Committee;
2. See that all notices are duly given in accordance with the provision of these Bylaws or as required by law;
3. Be custodian of the corporate records;
4. Perform all duties incident to the office of Secretary and such duties as from time to time may be assigned by the President or Board of Directors.

D. TREASURER. The Treasurer shall be responsible for monitoring the following duties:

1. Have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source, and deposit all such monies in the name of the corporation in such bank (s), trust companies, or other depositories as designated by the Board;
2. Shall submit an annual financial report for the preceding year at the June Board of Directors meeting.
3. Perform all the duties incident to the office of Treasurer and such duties as from time to time may be assigned by the President or the Board of Directors.

ARTICLE I V

COMMITTEES

A.. EXECUTIVE COMMITTEE

SECTION 1. MEMBERSHIP. The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, the Program Chair and the Membership Chair. To be eligible to be a member of the Executive Committee, an individual must be a member of the Board of Directors.

SECTION 2. DUTIES. The Executive Committee shall be empowered to conduct all the business affairs of the corporation between annual and special meetings and regular meetings of the Board of Directors, subject to approval by the Board of Directors.

SECTION 3. VACANCY. Should a vacancy occur in any Executive Committee position, the Board of Directors shall elect a replacement to fill the unexpired term of the Executive Committee member. The Executive Committee shall recommend to the Board of Directors a replacement for any vacancies on the Executive Committee.

SECTION 4. QUORUM. A quorum shall be a majority of the Executive Committee members. In order for any measure to be approved by the Executive Committee, a majority of those attending must approve it.

B. NOMINATING COMMITTEE

SECTION 1. COMPOSITION. The Nominating Committee shall be appointed by the President of the corporation and composed of a minimum of three members of the Board of Directors.

SECTION 2. CHAIR. The chair of the Nominating Committee shall be appointed by the President of the corporation.

SECTION 3. BOARD OF DIRECTORS. The Nominating Committee shall present at the annual meeting of the corporation a single slate of nominees for positions to be filled on the Board of Directors.

SECTION 4. OFFICERS. The Nominating Committee shall present at the annual meeting of the corporation a single slate of nominees for officers of the corporation.

SECTION 5. NOMINATIONS FROM THE FLOOR. Other nominations may be made from the floor. Nominees from the floor must consent in writing to serve, no later than 24 hours prior to the nomination. This nomination must be given to the President of the Board of Directors no later than 24 hours prior to the nomination.

ARTICLE V

FISCAL RESPONSIBILITIES OF THE

BOARD OF DIRECTORS

SECTION 1. FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of June in each year and end on the thirty-first of May in each year. This is established by the Board of Directors.

SECTION 2. CONTRIBUTIONS. All contributions, bequests, and gifts made to the corporation shall be accepted or collected as authorized by resolution of the Board of Directors. Guidelines for accepting contributions must be established by the Board of Directors.

SECTION 3. DEPOSITORIES. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such financial institutions as shall be designated by the Board of Directors.

SECTION 4. AUTHORIZATION OF SIGNATURES. Contracts need to be signed by the President or Vice President and countersigned by the Treasurer or Secretary. All checks over \$1,000 require signatures by the President or Vice President and countersigned by the Treasurer or Secretary. All other checks are to be signed by the Treasurer.

SECTION 5. BONDING. All persons having access to or major responsibility for the handling of monies and securities of the corporation shall be bonded, as provided by resolution of the Board of Directors.

SECTION 6. BUDGETING. The annual budget of estimated income and expenditures shall be approved by the Board of Directors. Expenses incurred in excess of the budget must be approved by the Executive Committee.

SECTION 7. AUDIT. An Auditing Committee appointed by the Board of Directors shall make an annual examination of the financial accounts of the corporation.

SECTION 8. FINANCIAL REPORTS. A summary report of the financial operations of the corporation shall be made in a written monthly report to the Board of Directors compiled by an accounting firm designated by the Board of Directors.

SECTION 9. INVESTMENTS. The Treasurer of the corporation shall direct that the funds of the corporation be invested in accordance with the direction of the Board of Directors.

SECTION 10. LOANS. No money shall be borrowed on behalf of the corporation unless deemed necessary by the Board of Directors and authorized by at least a two-thirds vote. It is the intent of the corporation not to borrow money and to show no evidence of indebtedness.

SECTION 11. DIRECTORS' AND OFFICERS'

INDEMNIFICATION. Each person who is or has been a Director or Officer of this corporation shall be indemnified by the corporation against expenses, including attorney fees, necessarily incurred by each person in connection with the defense or settlement of any action, suit, or proceeding to which he or she is a party, alone or together with others, by reason of his or her being or having been a Director or Officer of this corporation. Each person shall also be reimbursed by this corporation for amounts paid by such person in satisfaction of any judgment or settlement in connection with any such person being adjudged in such action, suit, or proceeding to be liable as a result of the performance of his or her duties to this corporation. Said indemnification shall not apply:

- a. breach of loyalty to the corporation;
- b. For acts or omissions not in good faith or which involve intentional misconduct or fall in violation of the law; or
- c. For a transaction from which such person derived an improper personal benefit.

SECTION 12. COMPENSATION. No Officer or Director of the corporation shall receive any compensation for services which they may render in such capacity; provided, however, that any Officer or Director may be paid reasonable compensation for services actually rendered on behalf of the corporation in a capacity other than as an Officer or Director.

ARTICLE V I

PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall be the parliamentary authority governing the meetings of the corporation, Board of Directors, officers, Executive Committee and all committees, subject to the laws of the State of Iowa, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the organization.

ARTICLE V I I

AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority of the membership present at any official meeting of the corporation, provided that the notice of proposed amendments is published in a newspaper of general circulation for the area served by the corporation at least 10 days prior to the meeting.