



BYLAWS

GULF COAST SYMPHONY ORCHESTRA, INCORPORATED

ARTICLE I

NAME AND DOMICILE

SECTION 1: The name of this organization shall be the Gulf Coast Symphony Orchestra, Incorporated (**GCSO, Inc.**).

SECTION 2: **The principle office of the Gulf Coast Symphony Orchestra, Inc. shall be located at 11975 Seaway Road, Gulfport MS 39503. The Corporation may relocate its principle office, and may establish such other offices, as the Board of Directors shall direct if the business of the Corporation so requires.**

ARTICLE II

PURPOSE

SECTION 1: It shall be a nonprofit organization chartered under the laws of the State of Mississippi, and **shall observe all local, state, and federal laws which apply to non-profit organizations as defined in section 501 (C) 3 of the Internal Revenue Code.**

Its purpose shall be: **"To cultivate, promote, and develop the understanding, taste, and love of the musical arts by operating and supporting a professional Gulf Coast Symphony Orchestra and related programs.**

ARTICLE III

MEMBERSHIP

SECTION 1: **Season-ticket holders, contracted musicians, and other financial supporters as recognized by the Board of Directors shall be considered "members" of GCSO, Inc. and eligible for election to the board of directors and any other privileges of membership.**

ARTICLE IV BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall consist of not less than 15, nor **more than 40** elected members representative of the various areas of the Mississippi Gulf Coast.

SECTION 2: **Members of the Board of Directors will be qualified members of GCSO, Inc. as defined in Article III, Section 1, above and they shall meet all published board membership requirements as stated in the policy sheets.**

SECTION 3: Members of the Board of Directors shall be elected at the **Annual Membership Meeting** and shall serve terms of three years. No Board member may serve more than two full consecutive three year terms. A full year must pass following the second consecutive term before a member may be re-elected to the Board, **but they remain eligible to serve on committees.** Vacated board positions may be filled at the discretion of the Board for the remainder of the partial term.

SECTION 4: The President of the Guild shall serve as its liaison on the Board with full privileges and responsibilities as a voting board member.

SECTION 5: At the beginning of each concert season, the orchestra musicians, who are under contract, shall elect one of its members to **serve as a voting board member.**

SECTION 6: **A Board member who has given outstanding, dedicated services may, by unanimous vote of the other members, be given Honorary Board status without active duties or privileges.**

SECTION 7: Organizational Representatives may serve on the board of directors at the request of the Board. Governmental, community, charitable, artistic and corporate entities are typical of the organizations that may be requested to provide organizational representatives. The organization will be responsible for identifying the individual to represent the organization. Organizational Representatives are not counted in determining the existence of a quorum. They will be non-voting members and are not subject to being elected, attendance and term limitation restrictions. Organizational Representatives may serve on committees and in other capacities.

ARTICLE V DUTIES OF THE BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall:

- a. Have general **oversight** of the Gulf Coast Symphony Orchestra, its programs, staff employees, contract musicians, and property;

- b. Exercise fiduciary responsibility for the organization, **including approval of an annual budget;**
- c. For good cause, declare any **office or Board** position vacant;
- d. **Influence** artistic control through the Music Director;
- e. Exercise administrative control through the Executive Director and other staff positions;
- f. Support and collaborate with the Gulf Coast Symphony Orchestra Guild in pursuit of common objectives;
- g. **Support the GCSO Youth Orchestra as a program under the purview of the GCSO, Inc. to provide for training and encouragement of musical appreciation by the youth of the local communities.**
- h. Collaborate with other community cultural and educational organizations in pursuing the purposes of the Gulf Coast Symphony Orchestra, Incorporated as set forth in its Charter;

SECTION 2: The Board of Directors shall have power to:

- a. Transact all business of the organization not otherwise provided for in these Bylaws.
- b. Fill vacancies on the board or committees;
- c. **Establish and enforce standard operating procedures and policies which shall be published in a Policy Manual.**

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1: Regular meetings of the Board of Directors shall be held **at least once each quarter**, at such time and place as the Board may designate.

SECTION 2: Special meetings of the Board may be called by the President and shall be called by the President upon written request of three members of the Board. Notification shall be made not later than one day prior to the meeting.

SECTION 3: The **meeting** held in May **shall also serve as the Annual Membership Meeting.**

SECTION 4: The order of business for meetings other than the **Annual Membership Meeting**

shall be determined by the President. The order of business at the Annual Membership Meeting shall include, but not be limited to, a report of activities, approval of bylaws amendments, and election of directors.

SECTION 5: A quorum shall consist of at least one half of the voting members of the board of directors. Voting members attending either in person or electronically shall be included in meeting the requirements of a quorum.

SECTION 6: Excused members may vote by assigning their proxy in writing or by electronic delivery, prior to the meeting, to the President or Secretary.

ARTICLE VII

ELECTION OF DIRECTORS

SECTION 1: All board members currently serving and eligible for re-election to an additional full term and new prospective board members shall be elected at the Annual Membership Meeting of the Board. New terms for board members commence with the start of the fiscal year.

SECTION 2: A majority of votes cast shall constitute an election.

ARTICLE VIII

EXECUTIVE COMMITTEE

SECTION 1: The Executive Committee shall be composed of a President, Vice President, Secretary, Treasurer, and chairs of the standing committees. The Music Director and Executive Director shall serve as advisors to the Executive Committee and attend those meetings when invited by the Executive Committee

SECTION 2: It shall have the power to act on behalf of the Board in matters of an urgent nature requiring immediate action. Such action taken in this capacity shall be ratified at the next regular meeting of the Board. The Executive Committee is authorized to determine when such urgent action is required.

SECTION 3: Meetings of the Executive Committee shall be called by the President.

SECTION 4: A majority of the Executive Committee shall constitute a quorum.

SECTION 5: At least two GCSO Board officers (President, Vice President, Treasurer, and/or Secretary) will be authorized signatories on GCSO, Inc checks

ARTICLE IX

OFFICERS

SECTION 1: The following officers shall be elected by the Board from its membership:

President	Treasurer
Vice President	Secretary

SECTION 2: Officers shall be elected at the Board's **Annual Membership Meeting**. **All officers shall be elected to a one-year term, but officers are eligible to be elected to succeeding terms when otherwise qualified.**

ARTICLE X

DUTIES OF OFFICERS

SECTION 1: The duties of the officers shall be as implied by their respective titles and such as are specified in these Bylaws.

SECTION 2: The President shall:

- a. Preside at all meetings of the Board and the Executive Committee;
- b. Appoint members of the standing and other committees;
- c. **Serve as ex-officio member of all committees;**
- d. Call meetings of the Executive Committee and special meetings of the Board when deemed necessary or requested by three members of the Board.

SECTION 3: The Vice President shall preside in the absence of the President, **and assume other duties as may be described in the Policy Manual.**

SECTION 4: **The Secretary shall be responsible for the records of the corporation and other duties as may be described in the Policy Manual.**

SECTION 5: The Treasurer shall be responsible for systems and procedures for managing all funds of the organization **and other duties as may be described in the Policy Manual.**

ARTICLE XI

MUSIC DIRECTOR

SECTION 1: The Music Director shall:

- a. Have responsibility for artistic excellence including music selection, selecting the musicians and guest artists. Additional responsibilities are described in the current employment agreement and position description for the Music Director;
- b. Have responsibility for organization of the Orchestra and for the musicians' professional performance;
- c. **Develop programs and budgets for each season in consultation with the Program committee of the board for approval by the board.**

SECTION 2: The Music Director attends meetings of the Board and called meeting of the Board and of the Executive Committee when requested to do so, keeping the Board informed of professional aspects of Orchestra personnel, performance and management.

ARTICLE XII

YOUTH ORCHESTRA DIRECTOR

SECTION 1: The Youth Orchestra Director shall be a paid employee of GCSO, Inc. or a volunteer, and, working with the Board, the Music Director, and the Executive Director, establish and maintain a program of recruitment and training of young musicians, organizing rehearsals and concerts, and other duties as may be prescribed in the Policy Manual.

ARTICLE XIII

EXECUTIVE DIRECTOR

SECTION 1: The Executive Director shall:

- a. **Be the principle executive employee of the corporation and, subject to the control of the Board of Directors, shall supervise the management of the corporation in accordance with these bylaws, the most current position description, and the Policy Manual;**
- b. Attends all meetings of the Board **and committees**, and called meeting of the Board and of the Executive Committee, when requested to do so; keeping the Board informed of professional aspects of Orchestra personnel, performance and management.

ARTICLE XIV

COMMITTEES

SECTION 1: There shall be **at least the following** major standing committees. The President shall appoint Ad Hoc Committees on an as needed basis.

- a. Membership Committee
- b. Marketing Committee
- c. Program Committee
- d. Finance and Administration Committee
- e. **Personnel Committee**
- f. Board Development Committee

SECTION 2: Duties of Committees:

- a. **Membership Committee, working with the Executive Director, shall develop plans and programs that will ensure retention of current season ticket holder membership and addition of new members;**
- b. **Marketing Committee, working with the Executive Director, shall be responsible for all tasks intended to recruit financial support;**
- c. **Program Committee, working with the Music Director, shall be responsible for all musical and artistic operations, both on stage and in outreach or special events programs;**
- d. **Finance and Administration Committee, working with the Executive Director, shall be responsible for developing an annual budget for GCSO, Inc. and for the administration of the organization, including auditing records and managing the finances;**
- e. **Personnel Committee shall oversee all contractual arrangements with salaried employees and/or contract persons. It shall consist of three board members appointed by the President and ratified by the full board;**
- f. **Board Development Committee shall ensure Board officers and members are properly oriented and willing to give active support to the organization and its successful operation.**

ARTICLE XV

FISCAL YEAR

The fiscal year of the Gulf Coast Symphony Orchestra Inc. shall be from the first day of July of

each year to and including the thirtieth of June of the following year. New terms for officers and board members commence with the start of the fiscal year.

ARTICLE XVI

CONCERT FEES

Annually, the Board shall establish all fees for next concert season.

ARTICLE XVII

PARLIAMENTARY AUTHORITY

The rules of parliamentary practice in **Robert's Rules of Order, Newly Revised** shall govern the proceedings of this organization, subject to the special rules which may have been or may be established by the Board.

ARTICLE XVIII

AMENDMENTS

SECTION 1: These Bylaws may be amended **at the Annual Membership Meeting**, by a two-thirds vote of members present, provided notice of such proposed amendments shall have been given to all members at least **five** days prior to such meeting.

SECTION 2: All amendments shall be subject to the laws of the State of Mississippi.

ARTICLE XIX

QUALIFICATION FOR NONPROFIT STATUS

The Gulf Coast Symphony Orchestra, Incorporated in order to maintain and fulfill its obligations as a nonprofit organization shall comply with Federal Income Tax qualification as follows:

- a. "In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 C (4) and 170 C (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.
- b. Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under section 501 C (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law

or (b) a corporation, contributions to which are deductible under section 170 C (3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law."

Issue Date: July 6, 1992

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Amended: April 6, 1998

Revised: July 12, 1999

Amended: March 14, 2000

Revised: May 7, 2007

Revised: April 11, 2016

Chairman