BYLAWS OF THE ROYAL OAK SYMPHONY ORCHESTRA

APPROVED DEC. 18, 2013
AMENDED MAY 13, 2026

ARTICLE I - NAME

NAME: This organization shall be known as the Royal Oak Symphony Orchestra, also designated herein as ROSO, a nonprofit organization incorporated in the State of Michigan.

ARTICLE II - MISSION

A. PURPOSE: ROSO is a musical group dedicated to cultural enrichment through symphonic music. The purpose for which ROSO 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.

B. OBJECTIVES: The objectives of ROSO shall be

1. to create and maintain a nonprofit community supported orchestra,
2. to offer qualified musicians from Royal Oak and surrounding communities an opportunity to perform symphonic music,
3. to foster music education for both youth and adults, and
4. to contribute to the enhancement of performing arts in the Royal Oak community.

C. ACTIVITIES: In furtherance thereof, ROSO will prepare rehearsals, concerts and special vents, provide educational opportunities, seek and accept funding, enter into contracts, and conduct any and all activities in which a nonprofit, nonstock corporation may legally engage in the State of Michigan in accordance with these bylaws.

ARTICLE III - DEFINITION OF TERMS

A. "ROSO" shall mean the Royal Oak Symphony Orchestra

B. "Board" shall mean four elected officers and five elected directors.

C. "Executive Board" shall mean four elected officers as described in Article V.

D. "Voting Membership" shall mean probationary and tenured musicians, members of the Board, and members of standing committees.

E. "Concert Season" shall refer to the period of ROSO rehearsals and concerts, usually in the months of September through June.

F. "Fiscal Year" shall be July 1^{st} through June 30^{th} of the following year.

ARTICLE IV - MEMBERSHIP

A. MUSICIAN: Except in cases specifically authorized by the board all musician members perform without compensation. Musician members include both probationary and tenured musicians. Anyone wishing to perform with ROSO must pass an audition and be appointed by the Board. There must be a vacancy in the orchestra for a musician to become a new member.

New members are on probation for one year. Then, with approval of the board and Music Director, the new member becomes a musician with tenure and cannot be replaced without due cause (e.g. poor attendance or performance or other cause as specified in the personnel handbook) unless the member submits a letter of resignation to the Board.

Tenured musicians, including Principals, may be placed on probation for due cause, if notified in writing by the Board. The Board must inform a probationary member in writing of items preventing tenure and allow adequate time, up to one year, for the member to make improvements. If a probationary member is not approved for tenure after the probationary period, the Board may dismiss the member. The musician may re-audition. Tenured and probationary musicians are voting members.

B. SUBSTITUTE MUSICIAN: When a musician member is unable to perform a concert, the Personnel Manager shall find a qualified replacement, with the approval of the Music Director and Section Principals directly affected. A Substitute Musician is not a voting member and may be compensated. If approved by the section Principal and the Music Director, a substitute musician may become a probationary member when the Music Director gives the Personnel Manager notification.

C. EXTRA MUSICIAN: When the music selected requires musicians in addition to the regular ROSO membership, the Personnel Manager shall find qualified musicians to perform, with the approval of the Music Director and Section Principals directly affected. An Extra Musician is not a voting member and may be compensated.

D. MUSIC DIRECTOR: The Music Director shall plan the programs, work with the Program Advisory Committee, and conduct rehearsals and concerts. The Music Director shall preside at rehearsals and concerts, recommend special rehearsals, and oversee the general musical quality of the orchestra. The Music Director may make recommendations to the Board and the Board shall consider all recommendations in a timely manner. The Music Director shall provide feedback to the Personnel Manager on performance of probationary, substitute, and extra musicians, and also participate in auditions for new members. The Music Director shall not make any decision having a financial impact on the orchestra without prior approval of the Board. The Music Director is not a voting member and shall be compensated.

ARTICLE V - ROSO BOARD

ROSO shall be governed by an elected board which shall be responsible to the membership for implementation of the stated purposes of the orchestra.

The Board of ROSO shall consist of the Executive Board, including President, Vice President, Secretary, and Treasurer, and a Board of five advising Directors. All members of the Board shall have equal vote at Board meetings. Members of the Board shall be elected by membership as defined in ARTICLE IX.

A. PRESIDENT: The ROSO President shall schedule and chair all meetings of the membership, Executive Board, and of the ROSO 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 the chairs of all standing and ad hoc committees, to be approved by the Board, with the exception of the Nominations Committee. The President shall also recommend appointees for Head Librarian, Stage Manager, Personnel Manager, and other positions of service, to be approved by the Board. The President shall, with the Treasurer, be a legal signatory for ROSO.

B. VICE PRESIDENT: The Vice President will assist the President. In event of the President's absence, the Vice President shall act for and assume the responsibilities of the President. In event of the President's resignation, the Vice President shall assume the office of President until the next Annual Meeting. The Vice President shall also serve as Chair of the Nominating Committee, reporting a slate of candidates for all vacancies to the Board at least two months prior to the election to be held at the annual meeting.

C. SECRETARY: The Secretary shall record minutes of all meetings, and shall possess and maintain records of the organization. The Secretary shall give notice of all meetings. The Secretary shall determine the existence of a quorum at meetings. The Secretary is responsible for administering the board's attendance policies at rehearsals but may delegate the associated tasks to others.

D. TREASURER: The Treasurer shall be a legal signatory of the organization; shall collect, disburse and account for all ROSO funds and be responsible to the Board for reporting all financial activities of ROSO, including IRS and investment reports. The Treasurer shall work with the Budget Committee to prepare an annual projected budget, and report the status of finances of ROSO at each Board meeting. The Treasurer shall prepare an annual report of income and disbursements, which shall be published by the Board.

E. DIRECTORS: The directors shall attend Board Meetings; they shall advise and assist the Board.

ARTICLE VI - MEETINGS

A. ANNUAL MEETING: An annual meeting of orchestra members shall take place at the end of each Concert Season, preferably the first Wednesday after the final concert, to receive reports of all committees and officers, and to act upon any general business. A quorum at the Annual Meeting shall consist of at least 25% of the voting membership. The Secretary shall provide an announcement of the Annual Meeting to the membership, which shall include an ccompanying statement of purpose, at least one month in advance of the meeting.

B. BOARD MEETINGS: The ROSO Board shall have regular meetings as necessary,a minimum of two meetings per Concert Season, separate from the annual meeting, to discuss and implement goals for ROSO, to give guidance to the Executive Officers and Music Director, and to prepare for subsequent meetings. Board meetings shall be open to members of the orchestra unless the Board, by majority vote, has chosen to hold a closed session. A quorum for Board meetings is 6 elected Board members. The Secretary shall provide an announcement of each Board meeting, which shall include an accompanying statement of purpose, and which shall be presented to the orchestra membership at least one week prior to the date of the meeting.

C. EXECUTIVE BOARD MEETING: The Executive Board may hold closed sessions to discuss orchestra policy and operations, but no final decisions shall be made without a vote of the full ROSO Board. The Secretary shall provide an announcement of each Executive Board meeting, which shall include an accompanying statement of purpose, and which shall be presented to each executive officer prior to the date of the meeting.

ARTICLE VII - COMMITTEES

The Board may create and dissolve committees as needed, to assist with the organization's business. All committees shall report to the Board. Chairs of all committees shall be recommended by the President and approved by the Board with the exception of the Nominating Committee, which shall be chaired by the Vice President. Chairs of all Committees shall choose members, with the approval of the Board. Chairs may select any person to be on their committee. The Board is not bound by the recommendation of any committee.

A. STANDING COMMITTEES:

The Board shall choose and publish the names of the Chairs of the Standing Committees as soon as possible after the Annual Meeting, but at least by October of the new Concert Season.

1. NOMINATING COMMITTEE: The ROSO Vice President shall chair this committee. The committee shall include at least two other members of the orchestra who shall be approved by the Board. The duties of the committee shall include the preparation of a list of nominees for ROSO vacant offices including Executive Officers and Directors, according to the two-year rotating term schedule described in ARTICLE IX.

2. BYLAWS COMMITTEE: The committee shall review the Bylaws as necessary and present suggestions to the Board for vote by the membership according to the provisions for revision in ARTICLE X. The duties of the committee also include notifying the Board when the Orchestra's activities are being implemented contrary to policies prescribed in these Bylaws. The Chair of this committee may act as Parliamentarian or appoint a temporary Parliamentarian.

3. PROGRAM ADVISORY COMMITTEE: The purpose of a Program Advisory Committee (PAC) is to assist the Music Director in planning the programming of concerts. Membership of the Program Advisory Committee includes, but is not limited to, the Concertmaster, Principal Cello, at least one non-string member, and the Librarian. The PAC and Music Director shall work collaboratively, with the Music Director having the final decision regarding programming.

4. PROMOTIONS, PUBLICITY, and PRINTING COMMITTEE: The committee shall plan and oordinate all promotion, publicity, and printing e.g. web site, concert fliers, tickets, season brochures, programs, program notes, and other concert promotions.

5. FUNDRAISING COMMITTEE: The committee shall plan and coordinate all fundraising activity including but not limited to concert program advertisements, membership donations, community donations, raffles, sales, etc.

6. HOUSE COMMITTEE: The members of the committee shall plan and coordinate ticket sales and ushering at concerts.

7. BUDGET COMMITTEE: The committee shall work with the Treasurer to prepare an Annual Projected Budget and present it to the Board for approval prior to the beginning of each new Concert Season. The committee shall also review budget implementation periodically, after each concert.

B. AD HOC COMMITTEES:

Ad Hoc Committees may be appointed or dissolved by the President, with approval from the Board, to carry out any business of ROSO.

1. MUSIC DIRECTOR SEARCH COMMITTEE: In the event of an actual or anticipated vacancy in the position of Music Director, the President shall appoint the chair of a Conductor Search Committee, with approval of the Board. The chair shall recommend 6 voting members who represent the various sections of the orchestra; recommended members shall be approved by the Board.

The committee shall gather information and advise the Board. Methods of gathering information shall not be limited by the Board, except the committee shall post the open position with regional professional organizations at least one month before making a recommendation.

After reviewing applications, resumes, and other information, the committee may conduct interviews prior to selecting candidates to audition with the orchestra. Up to four candidates may be chosen to share the subsequent concert season. At the end of the audition or search period, the committee chair shall report the findings and recommendations of the committee to the Board.

No conductor may be appointed Music Director without first assessing the opinions of the membership. The Board shall duly consider the recommendations of the committee before the Board selects a Music Director or restarts the process.

2. AUDITION COMMITTEE: The President shall appoint the Audition Committee Chair with approval of the Board. The Chair, with approval of the President, shall

select at least 3 members to assist with auditions, as needed. The Music Director shall be a voting member of the committee. The committee shall hold auditions for prospective probationary orchestra members and make recommendations to the Personnel Manager.

If a position in the orchestra becomes permanently vacant, as soon as possible but by the end of the concert season, the committee shall publicly post the open position. To ensure fair practices and equal opportunity, the committee shall arrange for auditions as soon as possible but not within one month of posting the opening. The method of audition shall be determined by the Audition Committee. Once selected by the Auditions Committee, a new member shall serve a mandatory one year probation period in the orchestra. The Board may then bestow tenure in the position, unless there are objections from the Music Director.

ARTICLE VIII - SERVICE POSITIONS

All positions are WITHOUT COMPENSATION unless otherwise determined by the Board.

A. PERSONNEL MANAGER: The Personnel Manager shall be appointed by the President with approval of the Board and the Music Director. The Personnel Manager is responsible for administering the musician personnel of the orchestra and serves as a liaison between the conducting staff and musicians, and the administrative staff and musicians.

B. LIBRARIAN: The librarian is responsible for checking availability of each program's music and is a member of the Program Advisory Committee. The librarian distributes the parts at the first rehearsal, and collects all the music the day of the concert. For a more complete explanation of the librarian procedures, please refer to the ROSO Librarian Handbook.

C. STAGE MANAGER: The Stage Manager shall be responsible for coordinating all aspects of OSO stage and rehearsal set up activity. He/She shall be expected to take a strategic overview of the schedule and plan accordingly to ensure the smooth functioning and a safe environment during ROSO activities. The Stage Manager will perform duties to the best of his/her ability, but shall not be held personally responsible for any damages to persons or property under any circumstances.

D. PRINCIPAL: Each section of the orchestra has a Principal who is responsible to lead their section to produce the best sound possible during each performance. Principals make technical and musical decisions for their section (e.g., bowing, articulation, tuning, dynamics, etc.) to address the demands of the music and the conductor. The Principal shall communicate what they expect by example and discreet direction. Principals of each section perform the solos and/or determine who in the section should play individual or solo parts. Principals, in collaboration with the Music Director, determine seating in the section. Additionally, the Principal might be asked to supervise any rehearsals within his or her section.
Decisions of the Principals may be altered by the Music Director.
The Principal shall serve on the selection committee during auditions involving their section.

To come into the position as a Principal, an individual must audition. Those who stand out in auditions are individuals with advanced music ability, a thorough knowledge of symphonic repertoire, ability to sight-read, and who maintain a good stage presence. A Principal with enure has tenure in that position.

E. CONCERTMASTER: The Concertmaster provides musical leadership and shall communicate as needed with the Music Director and/or other section Principals about musical interpretation, or technical issues that may arise during the course of rehearsals. The Concertmaster shall serve on the Program Advisory Committee.

ARTICLE IX - ELECTIONS

A. Board members including Officers and Directors shall be elected, no later than the end of the annual meeting.

B. The sitting President shall conduct the elections, taking nominations from the floor and from the nominations committee for each open Board position.

C. All Board members are elected for a two-year term. If a Board member is unable to complete a term, the Board shall appoint a replacement to complete the year but, at the next Annual Meeting, membership shall vote for a replacement to complete the term.

D. The term of the new Board shall begin at the close of the Annual Meeting.

E. There are no term limits. In order to preserve continuity, terms shall be staggered as follows: Executive Officers shall be elected on even years and Board Directors shall be elected on odd years. Any person, other than the Music Director, may be nominated for election to the Board. At least 6 members of the Board must be musician members of the orchestra.

ARTICLE X - MISCELLANEOUS

A. AMENDMENT VOTE: The Bylaws may be changed or amended at the Annual Meeting by a 2/3 majority vote of the voting members present. If there is no quorum the vote shall be postponed until the meeting can be rescheduled.

B. LIMITATION OF POWER TO AMEND: Anything herein to the contrary notwithstanding, no change shall be made in these Bylaws which will affect the exempt status of the organization under Section 501(c)(3) of the Internal Revenue Code.

C. WRITTEN AMENDMENT: All members of the orchestra and the community shall have access to a written copy of the current Bylaws. 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, or a new set of Bylaws shall be prepared incorporating such changes.

D. DISSOLUTION: Dissolution of ROSO 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 ROSO shall be distributed to one or more nonprofit corporations which

satisfy the intent of section 501(c)(3) of the United Stated Internal Revenue Code and are engaged in similar musical activities. No member or officer of ROSO shall realize any financial gain as a result of this dissolution.

E. INDEMNIFICATION AND REIMBURSEMENT: ROSO shall be bound by and comply with the provisions of Michigan Statutes pertaining to the indemnification of corporate Members, Directors, Officers and Agents.

F. STATUTORY REFERENCES: Any reference herein to a section of the Internal Revenue Code or the Michigan 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.

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

H. NONDISCRIMINATION: ROSO 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.

I. PARLIAMENTARY PROCEDURE: In order to promote fair and effective meetings, unless otherwise specified in these bylaws, the latest edition of Robert's Rules of Order shall be the standard for facilitating meetings, discussions, and group decision-making.

J. REFERENCES: Provisions that refer to ancillary documents such as a personnel manual are not effective until such document is adopted and effective.

Date:

Signatures: