

## **BYLAWS**

### **Chamber Music Connection**

**Approved by the Board of Trustees of the Chamber Music Connection**

**November 18, 2009**

**Modified September 26<sup>th</sup>, 2006**

**Modified July 12, 2006**

### **SECTION I NAME, PURPOSE, OFFICES AND DISSOLUTION**

The name of the Corporation shall be Chamber Music Connection, Inc. The name of the Corporation may be changed upon two-thirds (2/3) vote of the Board of Trustees.

Chamber Music Connection, Inc. is an Ohio non-profit Corporation established exclusively for education and charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The principal office and/or address of the Corporation in the State of Ohio will be located in the City of Worthington, County of Franklin. The Corporation may have such other offices, either within or without the State of Ohio as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.

The Corporation will have and continuously maintain a statutory agent whose address is located within the state of Ohio. The principal office of the Corporation may be, but need not be, identical with the address of the statutory agent. The statutory agent of the Corporation may be changed from time to time by the Board of Trustees.

In the event of voluntary or involuntary dissolution of the Corporation, the debts shall be paid and the remaining resources transferred to such organization or organizations as may be designated in accordance with the Articles of Incorporation.

### **SECTION II MISSION STATEMENT AND OBJECTIVES**

Chamber Music Connection (CMC) is dedicated to the study and performance of chamber music. CMC provides students an intimate learning experience with distinguished musicians inspiring personal and musical growth. CMC intends to connect our community with the passion and emotion of chamber music.

### **SECTION III MEMBERSHIP**

#### **A. DISCRIMINATION**

No person shall be denied membership in the Corporation, admission to the school, or participation in any of the programs or activities of CMC because of race, color, creed, sex, national origin, disability, and/or age.

#### **B. CLASSES OF MEMBERS**

Regular: Membership consists of the Board of Trustee.

Honorary Member: Any person selected by the Board of Trustees of this Corporation who has performed noteworthy services and/or made outstanding contribution to the Corporation or to the community will be eligible to become an Honorary Member of the organization. The Board of Trustees of the Corporation shall by majority vote designate Honorary Members, the length of time applicable to each honorary membership and whether any such honorary membership(s) should be terminated or extended.

Ex-Officio Trustees: Any person so designed as defined in Section IV(C) below.

Artistic Director: Any person(s) engaged by the Corporation to act as Artistic Director(s) shall also be advisory non-voting member(s) of the Board of Trustees and shall so serve during any period of such engagement.

#### **C. VOTING RIGHTS AND PROXIES**

Voting rights are limited to the Board of Trustees of this Corporation. Honorary Members, Ex-Officio Trustee and the Artistic Director shall have no voting rights. Members of the Board of Trustees may not vote by Proxy.

#### **D. TRANSFER OF MEMBERSHIP**

Membership in this Corporation is not transferable or assignable.

**SECTION IV  
BOARD OF TRUSTEES**

**A. BOARD OF TRUSTEES**

The corporate powers of this Corporation shall be vested in a Board of Trustees. The Board of Trustees shall include all those person(s) duly elected and serving within their term as Trustees.

**B. QUALIFICATIONS**

Trustees shall be residents of the state of Ohio. Trustees shall be dedicated to the mission and objectives of the Corporation. At least one (1) Trustee at the time of election must be the parent of a current student in the Chamber Music Connection and represent the interests of this group.

**C. EX OFFICIO TRUSTEES**

The president, with approval of the Board, may from time to time appoint ex officio Trustees who are representatives of advisory boards or task forces established with respect to a special program or service provided by the Corporation. Ex officio Trustees so appointed shall serve without voting rights and for a specified term.

**D. ELECTION**

A Board of no less than seven (7) Trustees shall be elected by the then sitting Board. The term of office for each Trustee shall be three (3) years. Trustees shall be elected at each annual meeting of the Board. Each Annual Meeting of the Board shall be conducted between May 1st and 31st of each year. Nominations for Trustees to serve on the Board shall be made by the Board Development Committee and shall be set forth in the notice of the Annual Meeting. Each Trustee shall hold office for the term to which they are elected and until their successor shall have been elected and qualified. Persons may be elected to fill the balance of an unexpired term. In no event shall any Trustee serve longer than six (6) consecutive years, plus the balance of any unexpired term initially assumed. There shall be a minimum twelve (12) month waiting period before any Trustee, who has served the maximum term described above, can be eligible for reelection to the Board and an additional minimum twelve (12) month waiting period for each additional term. The immediate past President's term shall begin at the normal termination date of his term as President and shall continue to the next Annual Meeting. The Immediate Past President shall not be a voting member of the Board of Trustees unless the Immediate Past President is also serving as a then duly

elected Trustee. All terms of any elected Trustee shall terminate effective June 1st in the second year after their election, or if appointed to full an unexpired term, on June 1st of the year when the unexpired term would have ended.

**E. VACANCY AND/OR REMOVAL**

Subject to the provision of Section IV(D) above, any vacancy occurring on the Board of Trustees (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative majority vote of the current Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Any Trustee may resign by submitting written notice to the Secretary. Any Trustee may be removed from office at any time with cause by the affirmative vote of two thirds of the Trustees. Members of the Board of Trustees may be removed for specified non-attendance or other good cause by a two thirds vote of the Board of Trustees whenever, in its sole judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any Member of the Board of Trustees and/or Officer may be suspended and/or removed without notice by the President and/or a vote of majority of the Board for acts, omissions or conduct which represent criminal, reckless, intentional and/or malicious acts which bear upon either (1) the competency and/or credibility of the person to serve as a Board Member or Officer; and/or (2) the safety of adults and students involved in the organization and/or in the community.

**F. QUORUM AND MAJORITY**

At all meetings of the Board, two thirds of Trustees shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Trustees present may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present. The act of the majority of Trustees at a meeting at which a quorum is present shall be the act of the Board of Trustees.

**G. ACTION WITHOUT A MEETING OF THE BOARD**

Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting, if all members of the Board consent thereto in writing or email, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board.

**H. STANDING COMMITTEE REQUIREMENT**

Each member of the Board of Trustees shall be a member of at least one (1) standing

committee.

**I. RIGHTS, PRIVILEGES, AND AUTHORITY**

The Corporation shall have no members other than as specified in Section III(B) above. The Trustees shall be members of the Corporation and shall have all the rights, privileges, and duties of members. All the capacity of the Corporation shall be vested in and all its powers and authority, except as otherwise provided by law, the Articles, or this Code of Regulations, shall be exercised by its Trustees.

**J. MANNER OF ACTING**

The act of the majority of Trustees at a meeting at which a quorum is present and/or taken in accordance with Section IV(G) of these By Laws shall be the act(s) of the Board of Trustees.

**K. COMPENSATION**

Trustees shall receive no remuneration for services except pursuant to a written contract, the terms of which are approved by a two thirds majority of the Board of Trustees.

**L. INTEREST IN SUBJECT MATTER**

Interest in any matter before the Board which would benefit directly any Trustee(s) or the organization that any such Trustee(s) represent, shall disqualify such Trustee(s) from voting. Further clarification on this area and on conflict of interest may be obtained from the Board's legal counsel.

**SECTION V  
OFFICERS**

**A. QUALIFICATIONS, ELECTION AND TERM**

The officers of the Corporation shall be elected annually by the Board of Trustees at its May meeting or as soon thereafter as reasonable and shall assume office in June of that year. Nominations for this election shall be presented to the Board of Trustees no less than 30 nor more than 60 days prior to the May meeting. All officers shall be Trustees and efforts shall be made to insure that officers possess the specific requisite skills needed by the Board. Each officer shall hold office for one year or until a successor is duly elected by the Board of Trustees and has assumed office.

**B. NUMBER**

The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board of Trustees. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Trustees. The Immediate Past President is not an officer but rather a non-voting advisory Trustee as indicated in Section IV(D),

**C. DUTIES OF THE PRESIDENT**

The President shall be the principal officer of the Corporation and shall preside at all meetings of the Board of Trustees. The President may sign, with the Secretary, or any other officer of the Corporation thereunto authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be delegated by the Board of Trustees to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall assume such other duties as may be prescribed by the Board of Trustees.

**D. DUTIES OF THE IMMEDIATE PAST PRESIDENT**

The immediate Past President shall:

- a) Serve as chairperson of the Board Development Committee
- b) Provide consultation to the President, as determined by the President.

**E. DUTIES OF THE VICE PRESIDENT**

The Vice President shall:

- a) In the absence of the President, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions incumbent upon the President.
- b) Serve as chairperson of one standing committee

**F. DUTIES OF THE SECRETARY**

The Secretary shall:

- a) Be responsible for keeping the minutes of the Board of Trustees' meetings in one or more books provided for that purpose
- b) See that all notices are duly given in accordance with the provisions of these By Laws as required by the law
- c) Be custodian of the corporate records
- d) Keep a register of the post office address, phone number and email address of each member of the Board of Trustees which shall be furnished to the Secretary by such member
- e) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Trustees.

#### **G. DUTIES OF THE TREASURER**

The Treasurer shall:

- a) Keep and/or oversee the keeping of an accurate account of the finances of the Corporation in books specifically to be provided for that purpose
- b) Hold the same open for inspection and examination of the Trustees or individual Trustee appointed for such inspection
- c) Present abstracts of the same at all regular Board meetings or at other meetings when requested, and shall give bond in such sum and with such security as the Trustees may require for the faithful performance of his/her duties. In lieu of a bond, the Board of Trustees may purchase insurance for such purpose(s).
- d) On the expiration of his/her term of office shall deliver all money and other property of the Corporation in his/her hands to his/her successor or to the President
- e) Serve as chairperson of the Budget and Finance Committee
- f) Perform all other duties as from time to time may be assigned by the Trustees

## **H. VACANCIES**

A vacancy in any office may be filled by the Board of Trustees for the unexpired portion of the term. Reasonable notice of such election shall be given to the members of the Board of Trustees.

## **I. REMOVAL**

Any officer or agent elected or appointed by the Board of Trustees may be removed by a majority of the Board of Trustees whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **SECTION VI COMMITTEES**

### **A. BOARD DEVELOPMENT COMMITTEE**

The immediate Past President shall serve as the chairperson of the Board Development Committee consisting of at least three additional members. This committee shall be charged with analyzing Board composition, nominating Trustees and officers, and orientation and training of board members relative to their duties as Trustees of the Corporation. Names of prospective Trustees may be received from any source by the Committee for investigation and review. The Committee shall present nominees to the Board to fill unexpired terms and at the May meeting to fill terms beginning in June of the year.

### **B. STANDING COMMITTEES**

Standing committees may include: Budget and Finance; Marketing and Development; Long Range Planning Committee, Academics Committee and Board Development Committee. Standing committees shall be created and terminated by the Board of Trustees. Committee chairpersons shall be appointed by the President of the Board. Committee members shall be appointed by the President in consultation with the Committee's chairperson and may include non Board members.

### **D. SPECIAL COMMITTEES**

Special committees may be created and terminated by the Board of Trustees. The creation and membership of special committees shall otherwise be the same as specified for standing committees.

**E. MANNER OF ACTING**

All standing and special committees shall provide reports and recommendations to the Board at its meetings.

**SECTION VII  
MEETINGS**

**A. SCHEDULE AND LOCATION OF MEETINGS**

The Trustees shall hold a minimum of six (6) meetings each year at such time and place as may be designated by the President or agreement of the Board. Such meetings may be held at the principal offices of the Corporation or at other places within or without the state of Ohio as the President or majority of the Trustees may determine. Special meetings of the Board of Trustees may be called by the President or by written request of three or more Trustees submitted to the Secretary. Such meetings may be held at the principal offices of the Corporation or at other places within or without the state of Ohio as the President or majority of the Trustees may determine.

**B. ORDER OF BUSINESS**

The order of business for any meeting of the Board shall be established by the President or presiding officer but may be changed by affirmative vote of the majority of Trustees present at the meeting.

**C. NOTICE**

The President or Secretary shall cause email or written notice of the time and place of all meetings of the Trustees, regular and special, to be duly served upon or sent to each Trustee not less than three (3) days before the meeting. No notice of adjourned meetings need be given. Notice of the time and place of any meeting of the Trustees may be waived in writing either before or after the holding of such meeting by any Trustee, which writing shall be filed with or entered upon the records of such meeting. The attendance of any Trustee at any meeting without protesting the lack of proper notice prior to the commencement of the meeting shall be deemed to be a waiver of notice of such meeting.

**D. ANNUAL MEETING**

There shall be an annual meeting of the Trustees in May of each year at which time the election of Trustees and officers shall be held.

**E. ANNUAL OPEN HOUSE MEETING**

There shall be an Annual Open House Meeting with the Trustees, Officers, interested member of the community, parents of students and students each year to communicate the state of the Corporation. The meeting shall be announced a month in advance. Trustees and Officers shall present a summary of the previous year's activities and other information relating to the organization.

**SECTION VIII  
ARTISTIC DIRECTOR**

**A. EMPLOYMENT AND TERM**

The Trustees shall engage, by written contract, an Artistic Director under such terms and for such compensation as it may reasonably determine, unless the Board directs otherwise.

**B. RESPONSIBILITIES**

Subject to the direction of the Board, the Artistic Director shall provide creative influence and leadership to the Corporation and shall also be the chief operating officer of the Corporation. The Artistic Director shall have general and active management of the business of the Corporation and supervision of its staff, workers, independent contractors and contract employees and shall see that all orders and resolutions of the Board are carried into effect, and shall perform other duties as may be prescribed by the Board of Trustees. The Artistic Director shall be an exofficio member of the Board of Trustees and the standing Committees.

**SECTION IX  
CONTRACTS, LOANS, CHECKS, DEPOSITS, INDEMNIFICATION  
AND INSURANCE**

**A. CONTRACTS**

The Board of Trustees may, by resolution, 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, and such authority may be general or confined to specific instances.

**B. LOANS**

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

**C. CHECKS AND DRAFTS**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by an officer or officers of the Corporation, or such others as the Board may so authorize or direct, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

**D. DEPOSITS**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

**E. INDEMNIFICATION OF TRUSTEE, OFFICERS, EMPLOYEES, AND AGENTS**

The Corporation shall, and does hereby, indemnify each of its Trustees, officers, employees and agents to the full extent permitted by the provisions of the Ohio Revised Code, Section 1702.12 (E) (1) (5) which provisions, in their entirety are incorporated in this Article as if fully written herein. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Trustees, officers, employees or agents may be entitled under the Articles or regulations or any agreement, or vote of disinterested Trustees, and shall remain in full force and effect for any person who has been elected a Trustee, officer, employee or agent and ceases to be such. The Corporation may purchase and maintain (but shall not be obligated to purchase or maintain) insurance on behalf of and for the benefit of any person who is indemnified hereunder in order to fund the obligations of the Corporation under the indemnity provided herein.

**F. INSURANCE**

The Corporation shall secure and maintain such policies of insurance as may be deemed appropriate to insure its Trustees, officers, and employees.

**SECTION X  
FISCAL YEAR AND ANNUAL EVALUATION**

**A. FISCAL YEAR**

The fiscal year of the Corporation shall end on December 31 and begin on January 1.

**B. ANNUAL EVALUATION**

The Board shall, at least annually and prior to adoption of its budget for the succeeding year, evaluate all of its various programs and activities.

**SECTION XI  
AMENDMENTS**

**A. MANNER OF AMENDING**

The Chamber Music Connection By Laws may be amended at any regular or called meeting of the Trustees provided a Quorum is present. A two thirds vote of the Trustees present shall be necessary for the adoption of any amendment.

**B. NOTICE**

Notice of proposed amendments to this code must be sent to each Trustee at least two weeks prior to the date set for voting on the amendment.