



**BYLAWS  
of the  
OMAHA SYMPHONY ASSOCIATION**

**ARTICLE I  
OFFICES**

The principal office of the Omaha Symphony Association (the "Association") in the State of Nebraska shall be located in the City of Omaha, County of Douglas. The Association may have such other offices, either within or without the State of Nebraska, as the Board of Directors may determine or as the affairs of the Association may require.

The Association shall have and continuously maintain in the State of Nebraska a registered office and a registered agent whose office is identical with such registered office as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska and the address of the registered office may be changed by the Board of Directors.

**ARTICLE II  
GOVERNING MEMBERS**

**Section 1. Definition and Term.** Governing Members shall constitute the membership of the Association. The number of Governing Members shall not be less than 25 and shall not exceed any limit set by the Board of Directors (the "Board"). Governing Members shall meet the criteria established by the Board, and their election shall be ratified by the Governing Members. Their term shall be an unlimited number of 1-year terms, with each term set to expire at the annual meeting of the Governing Members.

**Section 2. Powers.** Governing Members shall ratify new Members elected by the Board annually. Governing Members may submit names of Governing Member candidates to the Board for consideration. They shall elect a Chairman and a Leadership Committee from among the Members. The Governing Members shall also elect Directors and Directors Emeriti from a slate of candidates put forth by the Nominating Committee of the Board. Governing Members may submit up to two candidates for Director positions for consideration by the Nominating Committee of the Board, provided that those candidates have been endorsed in writing by at least two-thirds of the Governing Members. They may also vote to remove a Director for cause. Governing Members shall have the right to any other privileges accorded to Members of a corporation, as set forth in the Nebraska Nonprofit Corporation Act.

**Section 3. Duties and Responsibilities.** Governing Members shall meet the duties and responsibilities as set forth in Addendum A.

**Section 4. Meetings.** There shall be not fewer than 2 meetings of the Governing Members within any 12-month period, one of which shall include the annual meeting of the Governing Members, to be held between September 1 and November 30. Other meetings may be scheduled from time to time jointly by the Chairman of the Board of Directors (the "Chairman") and the Chairman of the Governing Members, or

by written request of a majority of the membership. A quorum of 20% of the existing membership will be required for action, and any action taken will require approval by a majority of those present and voting. If the existing membership is fewer than 50, then 25% of the membership will be required to form a quorum. Not fewer than 10 Governing Members will be required to form a quorum. Notice of the time, date and place of the annual meeting and any meeting of the Governing Members shall be mailed to the Members not fewer than 10 days prior to the meeting date.

**Section 5. Election.** The Board may elect Governing Members at any time, subject to ratification by the Governing Members at the annual meeting of the Association. Governing Members are elected by the Board according to criteria established by the Board that includes, but is not limited to, demonstrated support for and commitment to the Omaha Symphony Association.

**Section 6. Chairman.** The Chairman of the Governing Members shall be elected by the Governing Members at the annual meeting following a nomination process determined by the Governing Members. The Chairman will chair the Leadership Committee and will serve as an Ex-officio member of the Board.

*Proviso: The Chairman of the Governing Members shall be nominated by the Interim Nominating Committee of the Board of Directors, subject to the election by the Governing Members at the first annual meeting of the Governing Members.*

**Section 7. Leadership Committee.** The Leadership Committee shall be comprised of not fewer than 7 or more than 9 Governing Members and shall be elected by a majority of those Governing Members present and voting at the annual meeting following a nominating process that shall be established by the Governing Members. The Leadership Committee shall work to ensure the active participation of Governing Members in the Omaha Symphony Association.

**Section 8. Ex-officio.** The Dean of the College of Fine Arts at the University of Nebraska at Omaha, the Chairman of the Department of Fine and Performing Arts at Creighton University, the President of the Council Bluffs Guild of the Omaha Symphony, and the President of the Symphony Council shall all serve as Ex-officio Governing Members and shall have all the authority, rights, and privileges accorded Governing Members.

### **ARTICLE III BOARD OF DIRECTORS**

**Section 1. Regular Directors.** There shall be not fewer than 9 or more than 15 Regular Directors of the Board. They shall serve a renewable 3-year term, with no Regular Director permitted to serve more than 2 consecutive terms, totaling 6 years. Directors may be elected for less than a 3-year term. Should a Director be elected for less than a 3-year term to ensure staggered election of one-third of the Directors annually, or to fill a vacated position resulting from termination, resignation or death, that Director shall, upon completion of the initial term of less than 3 years, be eligible, if elected, to still serve 2 complete consecutive 3-year terms. At the discretion of the Board of Directors, a Director may be asked to serve additional terms, as determined by the Board of Directors and subject to the appropriate election procedures. Should an individual Director's professional or personal circumstances change in such a way that those circumstances interfere with a Director's ability to carry out board duties and responsibilities, including but not limited to termination of a corporate affiliation, that Director shall tender his/her resignation to the Chairman, said resignation to be accepted at the discretion of the Chairman.

**Section 2. Ex-officio Directors.** The President/CEO, Chairman of the Governing Members, President of the Omaha Symphony Guild and the Chairman of the Orchestra Committee, shall, by their position, be considered Ex-officio Directors, and shall have the authority, rights, and privileges accorded Regular Directors. One additional musician representative shall be considered Ex-officio and shall be selected by the Board of Directors from a list of 5 names submitted by the Orchestra.

**Section 3. Directors Emeriti.** Upon completion of their eligible terms of service, Regular Directors may be elected as Directors Emeriti. Criteria for selection shall be established by the Board and shall be based on an outstanding history of service to the Association that includes personal support, fund raising ability, advocacy and expertise. Directors Emeriti are considered non-voting members of the Board unless they are serving in an Officer position. Not more than 2 Directors Emeriti shall serve as Officers in the same year.

**Section 4. Honorary Directors.** The Board may periodically appoint, as non-voting Honorary Directors, prominent members of the community, the duration of whose terms shall be decided at the discretion of the Board. Honorary Directors may, from time to time, be asked by the Chairman to perform duties on behalf of the Association.

**Section 5. Powers.** The Board of Directors shall govern the Association according to the full authority allowed by law. The Board shall elect Officers and Governing Members; appoint the President/CEO and annually evaluate the performance of the President/CEO, approve an annual budget and generally maintain oversight of the affairs of the Association. The Board, through the Nominating Committee of the Board of Directors, shall annually submit a slate of candidates for Director positions, subject to election by the Governing Members. The Board shall approve the membership of both Standing and Special Committees. The Board may amend the powers of the Governing Members to the extent permitted by law, and may remove a Governing Member for cause, which includes but is not limited to a failure to meet the minimum duties and responsibilities. The Board shall establish the criteria and responsibilities of the Governing Members. Members of the Board of Directors shall also be considered Governing Members. Regular and Ex-officio Directors will exercise all the authority, rights, and privileges of Directors under the Nebraska Nonprofit Corporation Act.

**Section 6. Duties and Responsibilities.** Regular Directors shall meet duties and responsibilities as set forth in Addendum B.

**Section 7. Meetings and Quorum.** The Board of Directors shall meet not fewer than 4 times annually. Notice of the time, date, and place of any meeting of the Board shall be mailed to all Directors not fewer than 10 days prior to the meeting date. Special meetings may be called from time to time by the Chairman, or by written request of two-thirds of the Board, if preceded by at least 3 days' notice to each Director of the date, time, and place of the meeting. A quorum of 50% of voting Directors shall be required for action, and any action shall require approval by a majority of those Directors present and voting.

**Section 8. Election.** At each annual meeting, the fully ratified Governing Members shall elect Regular Directors and Directors Emeriti from a slate of candidates put forth by the Nominating Committee, which shall be comprised of members of the Board. The Board may temporarily fill vacated Director positions between annual meetings, subject to final election of the candidate(s) at the next annual meeting of the Association. Individual terms of Regular Directors shall be staggered in such a way that one-third of these Directors shall be elected annually.

## **ARTICLE IV OFFICERS**

**Section 1. General.** The Board shall elect a Chairman and not more than 4 Vice Chairmen from among the Regular Directors and Directors Emeriti; one such Vice Chairman shall be elected to serve as Secretary and one as Treasurer. The normal term of the Chairman shall be 3 years and no less than 2 years; however, with the mutual agreement of the Chairman and the Board of Directors, the Chairman's term may be extended beyond 3 years. The terms of Vice Chairmen shall be for 1 year, renewable for up to 3 terms. The President/CEO shall be an officer of the Association.

## **Section 2. Duties of Officers.**

(a) Chairman. The Chairman shall preside at the annual meeting of the Governing Members, and at meetings of the Board and Executive Committee. The Chairman shall work with the President to ensure that all Board policies are carried out. He/she shall also assign committee chairmen and membership, subject to ratification by the Board; recommend persons for Board and Officer positions to the Nominating Committee; serve as Ex-officio member of all standing committees; assign areas of oversight to Vice Chairmen; and assume a leadership role in fundraising and advocacy.

(b) Vice Chairmen. The Vice Chairmen shall maintain oversight in areas of responsibility pertaining to board duties and policies, as assigned by the Chairman. The Vice Chairmen shall assist the Chairman in the carrying out of all Board functions, serve as Ex-officio members of committees within their areas of oversight and include among them Vice Chairmen who shall also serve as Treasurer and Secretary.

(c) Treasurer. The Treasurer shall exercise oversight responsibility for all of the Corporation's assets, exercise oversight responsibility for any and all investments held by the Association, report on the financial state of the Association at the annual meeting and, on occasion as directed by the Chairman, delegate responsibilities to other Officers.

(d) Secretary. The Secretary shall ensure the accurate keeping of records and minutes of the Association and of the Board, ensure that proper and timely notification is given with respect to all meetings, and, on occasion as directed by the Chairman, delegate responsibilities to other Officers.

(e) President/CEO. See Article V, Section 1.

## **ARTICLE V PRESIDENT/CEO AND MUSIC DIRECTOR**

**Section 1. President/CEO.** The President/CEO (the "President") shall be the Chief Executive Officer of the Association and a voting Ex-officio Director and Officer of the Board. The President shall determine and implement administrative and business policy and maintain responsibility for all aspects of the organization set forth in the position description established by the Board, including but not limited to artistic administration, development, marketing, public relations, finance, operations, and human resources and relations, subject to the overall policies and parameters as established by the Board. The President shall negotiate, execute, and deliver all contracts required to conduct the business of the Association, other than the contract with the Music Director. The President shall serve as a voting Ex-officio member of all committees except for the Nominating Committee and shall serve at the pleasure of the Board and/or by contractual arrangement. A performance review shall be done annually.

**Section. 2. Music Director.** The Music Director shall oversee the formulation and implementation of the artistic vision of the organization. The Music Director will develop programming, select guest artists, and initiate artistic initiatives, reporting to the President/CEO, and subject to the overall policies and parameters as established by the Board. The Music Director will participate in the promotion and advocacy of the Association. The Music Director shall be engaged by contractual arrangement, reporting to the President/CEO. A performance review of the Music Director shall be done annually by the President/CEO and provided to the Board of Directors.

## **ARTICLE VI COMMITTEES OF THE BOARD**

### **Section 1. Standing Committees.**

(a) Executive Committee. The Executive Committee shall include Directors serving as Officers and shall be composed of not fewer than 5 or more than 7 Regular Directors, and/or Directors Emeriti when serving as Officers. In addition, the President/CEO shall serve as an ex officio member. Additional ex officio members may also serve at the invitation of the Chairman. The Committee shall carry out the business of the Association between meetings of the Board, subject to final approval by the Board of Directors except in cases where the Board has delegated final approval to the Executive Committee. Meetings of the Executive Committee shall be held not fewer than 3 times annually.

(b) Nominating Committee. The Nominating Committee shall be composed of not fewer than 3 or more than 5 Directors, appointed by the Chairman and subject to ratification by the Board. It shall be comprised of a majority of Regular Directors and no more than 1 Director Emeritus. In addition, the Chairman of the Governing Members shall serve as an ex officio member. The Committee shall identify and cultivate candidates for election as Regular Directors and Directors Emeriti and propose such candidates for election in a slate to the Governing Members. It shall also propose Governing Member candidates, and candidates for Officer positions to the Board of Directors.

(c) Finance Committee. The Finance Committee shall be composed of not fewer than 3 or more than 5 Directors, appointed by the Chairman and subject to ratification by the Board of Directors, and shall be composed of a majority of Regular Directors. In addition, the President/CEO shall serve as an ex officio member. Additional ex officio members may also serve at the invitation of the Chairman. The Committee shall monitor the financial condition of the Association, oversee the development of an annual budget and make recommendations as needed to the Board. It shall make periodic written reports to the Governing Members and the Board of Directors.

**Section 2. Special Committees.** Special committees may be formed as needed at the recommendation of the Chairman. The special committees will have chairmen and membership appointed by the Chairman, subject to final approval by the Board of Directors. Special committees may include non-board members so long as no less than one-third of the Committee is comprised of Directors, unless otherwise authorized by the Board of Directors. The committees will be subject to oversight by Vice Chairmen as designated by the Chairman.

**Section 3. Quorum.** Unless otherwise provided in these bylaws or in the resolution of the Board of Directors designating a committee, a majority of the committee members shall constitute a quorum and be required for action, and any action will require approval by a majority of those committee members present and voting.

## **ARTICLE VII FINANCIAL TRANSACTIONS**

**Section 1. Contracts.** The Board of Directors may authorize any office or officers, agent or agents of the Association, in addition to the officers so authorized by the Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by resolution of the Board. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairman or a Vice Chairman of the Association.

**Section 3. Deposits.** All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

**Section 4. Gifts.** The Board may accept on behalf of the Association any contribution, gift, bequest or device for the general purposes or for any special purpose of the Association.

**Section 5. Loans.** No loan shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**Section 6. Proxies with Respect to Securities of Other Corporations.** Unless otherwise provided by

resolution adopted by the Board, the Chairman or a Vice Chairman may appoint an attorney or attorneys, or an agent or agents, to exercise in the name and on behalf of the Association the powers and rights which the Association may have as the holder of stock or other securities in any other corporation, to vote or to consent with respect to such stock or other securities; and the Chairman or a Vice Chairman may instruct the person or persons so appointed as to the manner of exercising such powers and rights, and the Chairman or Vice Chairman may execute or cause to be executed in the name on behalf of the Association and under its corporate seal, or otherwise, all such written proxies, powers of attorney or other written instruments as he may deem necessary in order to exercise such powers and rights.

## **ARTICLE VIII FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of July in each year and conclude on the last day of June in the year immediately following.

## **ARTICLE IX AUXILIARY ORGANIZATIONS**

**Section 1. Recognition.** The Board of Directors may establish or recognize auxiliary organizations by resolution adopted by a majority of the Directors present and voting at a meeting at which a quorum is present.

**Section 2. Purposes.** The purposes of the auxiliary organizations shall be the same as the purposes of the Association as described by the Board of the Association.

**Section 3. Management.** The auxiliary organizations shall have the right to adopt Bylaws covering their activities and fixing rules relating to membership dues. The Bylaws and rules of the auxiliary organizations shall not be inconsistent with the Articles of Incorporation and Bylaws of the Association.

**Section 4. Finances.** Each auxiliary organization shall have the right to establish bank accounts in its name and to make deposits and withdrawals therefrom of funds through its activities.

**Section 5. Board and Governing Member Representation.** The President of the Omaha Symphony Guild shall serve as an Ex-officio Director of the Board. The President of the Council Bluffs Guild of the Omaha Symphony and the President of the Omaha Symphony Council shall serve as Ex-officio Governing Members. In the absence of the President of an auxiliary organization, the respective President-elect shall assume all duties.

**Section 6. Dissolution.** In the event of the dissolution of one of the auxiliary organizations, all of its assets, including any funds on deposit in any bank, shall be transferred to the Association.

**Section 7. Initial Auxiliary Organizations.** The following organizations are recognized by the Association as its initial auxiliary organizations:

- (a) Omaha Symphony Guild
- (b) Council Bluffs Guild of the Omaha Symphony
- (c) Omaha Symphony Council

**Section 8. Establishment of Auxiliary Organizations.** Any auxiliary organizations established beyond the Initial Auxiliary Organizations identified in Section 7 may adopt Bylaws and rules which shall not be inconsistent with the Bylaws of the Association and which shall be approved by the Board of Directors of the Association.

## **ARTICLE X WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XI SEAL**

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association, the state of incorporation and the words "Corporate Seal."

#### **ARTICLE XII INDEMNIFICATION**

The Association shall indemnify any and all of its Members, Directors, Officers, and any former Director or Officer against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Members, Directors or Officers of the Association, to the fullest extent allowed by law.

#### **ARTICLE XIII PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or by specific rules of procedures adopted by the Association.

#### **ARTICLE XIV AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the Directors present and voting at any regular or special meeting of the Board of Directors provided that written notice of the substance of the amendments has been given to each Director at least 10 days prior to the meeting. The addenda may be amended by a two-thirds vote of the Directors present and voting at any regular or special meeting of the Board, or by a majority vote with at least 10 days' notice prior to the meeting.

Amended: 4/84  
5/21/85  
5/20/86  
Revised: 6/21/88  
Amended: 5/16/89  
12/17/91  
3/2/94  
1/10/97  
Revised: 3/23/99  
3/14/05