

**AMENDED AND RESTATED BYLAWS
OF
THE MINNESOTA PHILHARMONIC ORCHESTRA**

ARTICLE I: ORGANIZATIONAL OVERVIEW AND PURPOSE

Section 1.01. About.

Name	Minnesota Philharmonic Orchestra (“MPO”)
Address	4101 Harriet Avenue South, Minneapolis, MN 55409
Contact	Voicemail (612) 656-5676 Website: www.mnphil.org
Status	MPO is organized under Minnesota State Statute 317A as a non-profit Corporation, and is tax exempt under section 501(c)(3) of the Internal Revenue Service Code. Federal Tax Identification Number 41-1750820
State of Domicile	Minnesota
Corporate Seal	None
Fiscal Year	August 1 through July 31
Deposits	All funds of the MPO shall be deposited to its credits in the accounts such as bank, trust companies, or other depositories, which the board of directors may select
Authorized Parties	The President, Secretary, and Treasurer of the Board of Directors may act as the sole authorized parties of the organization in any official capacity and are the only persons authorized to enter into legally binding contracts on behalf of the organization, unless otherwise authorized by the Board of Directors.

Section 1.02. Organizational Purpose and Vision Statements.

The MPO is a volunteer symphony orchestra organized to serve the musical needs of both its audience and members. Membership is open and inclusive to all musicians supportive of the MPO’s mission, with an emphasis on providing a space for members and allies of the GLBTQA community. The MPO’s primary objectives are:

- Education. To strengthen the playing abilities of its members and to increase the musical knowledge of its audiences.
- Entertainment. To provide high quality arts entertainment for Twin Cities and out-state Minnesota residents.
- Fellowship. To provide a forum for exchange of musical and other information among its members and supporters.
- Affirmation. To provide a positive statement to the public at large concerning the talents and capabilities within the GLBTQA community.

The vision of the MPO is to provide its diverse membership with opportunities to serve our local community through:

- Musical performances of the highest quality which feature works by underrepresented composers such as GLBTQA artists, women, and people of color.
- Informing and educating our audience about the relevance of the music we perform.
- Affirming and showcasing the talents and capabilities within the GLBTQA community.
- Supporting the efforts of other GLBTQA organizations.
- Creating healthy social opportunities for people to be themselves safely, openly and honestly.

ARTICLE II: BOARD OF DIRECTORS

The MPO operates under the direction of its Board of Directors (“Board”).

Section 2.01. Board Structure and General Provisions.

a. Constitution

The Board shall consist of between six (6) and thirteen (13) elected members (“Director/s”) plus any non-elected Executive Officers, if applicable, plus ex officio members as described below. In the event that board membership falls to five (5) members or less, the only new action the board may take is to schedule an ad hoc general meeting of the membership for the purpose of fulfilling board vacancies. The Artistic Director and Principal Conductor (herein, ADPC) shall serve as an ex officio member of the Board, but does not have voting rights. Other key personnel may, at the Board’s sole discretion, also serve on the Board as ex officio members without voting rights, unless they are elected to the Board in their own right. The Board will be led by the Executive Committee composed of the four (4) Executive Officers of the Board defined in Section 4(a). Board members may be current or past orchestra personnel, or representatives of the community at large.

b. Term

All directors shall serve up to two consecutive three year terms, starting on the first day of the fiscal year following their election. Directors who have previously served may be elected to a new term, but only after taking at least one year off. After that year, persons may be elected to a new term; and, term limit shall ‘reset’ with the next term. With the exception of the President,

Executive Officer positions shall be appointed at the beginning of each fiscal year. Directors are to be elected (or re-elected as applicable) at each Annual General Meeting.

c. Compensation

Directors do not receive monetary compensation for their services.

d. Meetings.

The Board will meet monthly or on a frequency determined necessary at the discretion of the Board. Board meetings may be conducted live or virtually via video/teleconference. Directors are allowed to miss up to 25% of scheduled Board meetings, with advance notice to the President and Secretary. Committees will meet throughout the year to accomplish goals. Each Director must participate in at least one standing committee. Board meetings are open to members in good standing.

e. Voting Rights.

Each director shall be entitled to one vote. Directors shall recuse themselves from voting in the event of a conflict of interest. Votes may only be taken if a quorum is present. A quorum is defined as a majority of Board Members with voting rights. Votes may be solicited electronically or via video or audio call as necessary, provided that a sufficient number of votes are submitted to constitute a quorum. Directors in good standing may proxy their vote to another Board member in good standing in writing, or via an email to the Board Secretary in advance of the meeting at which the vote will take place. A majority of votes is required in order for an issue to pass. In the event of a tie, the President may issue a tie-breaking vote. A failed vote prohibits the issue from being discussed or voted on again in identical form.

Section 2.02. Nominations.

Any member of the organization in good standing may nominate a person to serve on the Board. Nominations must be received in writing to the Board before the Annual General Meeting, defined herein. The Board may establish a nominating committee to identify and recommend candidates to the Board.

Section 2.03. General Elections.

At the Annual General Meeting, the Board will present the slate of nominated persons to the general membership for consideration to fill any vacancies. There are two options for voting on the Board, and the current Board will choose the approach to use at the election:

- The membership may vote on the entire slate as-is with a two-thirds majority vote,
OR
- The membership may vote on individual nominees, with any Board vacancies filled by the nominees who accrue the highest vote totals.
- If Board vacancies present during the year, individual board members may be voted in by a quorum of members in good standing.

a. Election of the President.

Upon election of the Board, the President shall be appointed at the first regular Board meeting of that Board, by majority vote of the newly elected slate of Directors. To be eligible to be elected as the President, the nominee must have served at least one full year on the Board within the past two years. The President shall serve a two-year term.

b. Appointments of Officer Positions.

The newly elected slate of Board members will appoint the Vice President, Treasurer, and Secretary, by a majority vote of the Board at the first scheduled Board meeting following the Annual Meeting. The Treasurer and Secretary positions may be held by non-elected individuals approved by the Board. Officers, with the exception of the President, shall serve one-year terms.

Section 2.04. Board Member Removal and Vacancy.

a. Removal.

Termination of a position on the Board must only occur for just cause (examples: missing greater than 25% of the scheduled meetings, gross negligence in the execution of duties, embezzlement, etc.) and may only occur per a two-thirds vote of the Board of Directors. No termination may be carried out which may violate any federal, state, or local law pertaining to the protection of equal rights of any classification of person.

b. Vacancy

In the event of a vacancy the role of President shall be assumed by Vice President. All other vacancies shall be filled by an existing Board member, appointed by the Board, for the remainder of the office's current term.

ARTICLE III: POSITION DESCRIPTIONS AND RESPONSIBILITIES

Section 3.01. Executive Officers.

There are four (4) Executive Officers of the organization, all of whom must be elected Board Members with the exception of the Treasurer and Secretary who may be appointed as non-elected and non-voting members of the Board. The Treasurer and Secretary roles may be held by the same person, or by different people, as so determined by the Board.

a. President

The president shall be the chief executive officer of the Organization, and Chairperson of the Board, and shall preside at all meetings of the Board and the Organization. The President shall have all of the powers and duties which are customarily vested in the office of president of a corporation, including without limitation the duty to supervise all other officers and positions, and to execute all contracts and similar obligations on behalf of the Organization. The President shall have such other duties as may from time to time be prescribed by the Board. The President shall

serve as chairperson of the executive committee and as *ex officio* member of all committees of the Board.

b. Vice President

The Vice President shall serve in the capacity of President as requested by the President, or as deemed necessary by a majority of the Board and shall chair other major initiatives/committees as determined by the Board.

c. Treasurer

The Treasurer shall serve as the chief financial officer of the organization and shall have all of the powers and duties which are customarily vested in the office of a chief financial officer of a corporation, including the ability to enter into contractual arrangements, pay bills on behalf of the organization, and maintain financial records/accounts, tax filings, and handle all regulatory matters for the organization. The Treasurer may be appointed by the Board, and need not be elected by the membership. If the Treasurer is not elected by the membership, they shall be a non-voting member of the Board. The Treasurer shall serve on the Finance committee.

d. Secretary

The Secretary shall serve as the chief administrative officer of the organization and shall have all of the powers and duties which are customarily vested in the office of a chief administrative officer of a corporation. The Secretary shall coordinate all administrative activities for the Board. The Secretary may be appointed by the Board, and need not be elected by the membership. If the Secretary is not elected by the membership, they shall be a non-voting member of the Board.

Section 3.02. Key Personnel.

The Board may maintain job descriptions, consistent with these Bylaws, that describe the duties of the Key Personnel, that the Board may update as needed.

a. Artistic Director and Principal Conductor

The position of Artistic Director and Principal Conductor (“ADPC”) is open to all qualified individuals, and recruitment of the ADPC will be accomplished through an equitable and transparent process led by a special committee, and approval of the Board of Directors with input from the General Membership. The position of ADPC shall be compensated based on the recommendation of the Board. Details of such compensation and the employment contract are to be negotiated and approved by the President, Secretary, and Treasurer on behalf of the board. The ADPC shall serve as an *ex officio* member of the Board, but does not have voting rights.

b. Concertmaster

The Concertmaster is appointed by the Board upon recommendation from the ADPC. The Concertmaster’s principal duty is to assist the ADPC with concert planning and orchestra

preparation/concert readiness. The Concertmaster is exempted from dues payments, is paid a stipend, and is considered a member of the orchestra in good standing.

c. Librarian

The Librarian is appointed by the Board with a recommendation from the ADPC. The principal duties of the Librarian are to inventory, catalog, and maintain the MPO's music library and to coordinate the rental/purchase/borrowing of music, all under the direction of the ADPC.

d. Section Principals

Section Principals are appointed by the ADPC and may change from concert to concert. Specific duties of the Section Principals are determined by the ADPC and should be detailed in the Member Handbook.

e. Other Positions

The membership, ADPC and/or board may create additional positions as necessary. Examples include: Executive Director, Associate Artistic Director/Conductor, and Personnel Manager.

ARTICLE IV: COMMITTEES

Committees are created by the Board to facilitate the fulfillment of the purposes of the organization.

Section 4.01. Leadership.

Each committee must have a chair. The Committee Chair need not be a Board member with the exception of the Executive Committee, which is chaired by the President. Committee Chair appointments must be approved by the Board with the exception of the Executive Committee.

Section 4.02. Committee Membership.

Committees may consist of anyone deemed suitable for the role by the Board or the Committee Chair. The size of each committee may be limited by the Board, as appropriate. Each committee must include a Board Member to serve as liaison to the Board and shall report committee activities and recommendations back to the Board for review and approval.

Section 4.03. Authority.

No committee has the authority to make binding or financial decisions on behalf of the organization without prior Board approval. Committees may present recommendations for actions to the Board for review. Committees must record minutes of their meetings and communicate them regularly back to the Board for review.

Section 4.04. Structure.

There are seven (7) standing committees, as defined below. Detailed committee structure, duties and other information is included in individual committee charters, which may be modified by the Board. Special committees may be formed as needed to carry out special projects and initiatives.

- Executive. The executive committee is comprised of the four (4) Executive Officers of the organization and serves as the executive leadership team of the corporation, and manages all aspects of running the organization.
- Finance. The finance committee handles all financial matters for the organization and facilitates annual financial planning, reporting, bookkeeping, and oversees tax and regulatory matters.
- Operations. The operations committee handles internal / membership communications, concert production planning, and general administrative activities.
- Marketing. The marketing committee handles all external communications, press/media relations, member relations and communication, and marketing activities including social media.
- Governance. The governance committee handles general governance matters, board recruiting and management, and policy development.
- Development. The development committee creates and executes on the organization's fundraising campaigns and strategy, manages all donor relations, and plans and executes all fundraising events.
- Programming. The programming committee plans all concerts' musical selections, themes, solo artists/features, and other musical/artistic aspects of concerts.
- Human Resources. The HR committee manages all personnel (e.g. interns, paid staff, volunteers, and members), and employment issues. These committee functions may be addressed by the Executive Committee if board membership is low.

ARTICLE V: ENSEMBLE MEMBERSHIP PROVISIONS

Section 5.01. Access.

Membership is open to all interested and qualified adult musicians. Members may be subject to audition, at the discretion of the ADPC, Concertmaster, and/or Section Leader. The number of musicians in each section may be limited based on need as determined by the ADPC in consultation with the Board.

Section 5.02. Membership.

Membership is determined by timely payment of dues, or fulfillment of an alternative arrangement as determined by the Board. The Board of Directors determines the amount of dues annually. Scholarships and other payment arrangements (e.g., work or volunteer equivalency) are available upon request and approval of these situations is subject to review by the Board. Payment of a portion of member dues per concert cycle is considered timely payment. Members are required to pay dues to the organization, or fulfill an alternative arrangement, for each concert cycle in which they are performing. A Member who pays dues or fulfills an alternative arrangement for

any concert cycle in a season shall be considered a “Member in Good Standing” with voting rights for the entire season. A Member who does not play during a season may maintain voting rights by payment of dues for at least one concert cycle in a season.

Section 5.03. Quorum.

A simple majority (fifty percent plus one) of Members in Good Standing shall constitute a quorum and is sufficient to approve any motion or resolution.

Section 5.04. Meetings.

There shall be one annual meeting of the general membership to be held before the last day of the fiscal year (“Annual General Meeting”) and this meeting must attain a quorum of Members in Good Standing to conduct business. This general meeting will be called by the Board and members will be notified by email. Special meetings may be called at the request of a majority of the membership or at the discretion of the Board and will be communicated in the same manner. Any general or special membership meeting may be held in person or virtually as determined by the Board.

Section 5.05. Voting Rights.

Only Members in Good Standing may vote on any proposal presented to the organization. Members may make a proxy vote at any general or special membership meeting on organization business by communicating in writing with the Board Secretary.

Section 5.06. Removal.

Termination of an individual’s membership must only occur for just cause and may only occur per majority vote of the Board. No termination may be carried out which may violate any federal, state, or local law.

ARTICLE VI: POLICIES

Specific policies adopted by the Board shall be communicated to the membership in writing via the MPO Member Handbook, and made available on the orchestra website before the start of each season in the fall. Such policies include, but are not limited to:

Section 6.01. Conflicts of Interest.

a. Duty to Disclose

In connection with any actual or possible conflict of interest, the interested party, who may be the ADPC, a Board Member, an *ex officio* Board Member, or a committee member, must disclose the existence of the conflict and be given the opportunity to disclose all material facts to the Board or Executive Committee.

b. Recusal of Self

The party must recuse themselves at any time from involvement in any decision or discussion in which the person believes they have or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

c. Determination

After disclosure of the conflict and all material facts, and after any discussion with the interested person, they shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

d. Procedures for Addressing

An interested person with a potential conflict of interest may make a presentation at the Board or Executive Committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction, situation, or arrangement involving the possible conflict of interest. The Chairperson of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate and recommend action to be approved by the Board.

e. Violations

If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including revocation of Board or general membership.

Section 6.02. Accessibility

In accordance with the Americans With Disabilities Act (ADA) and our own organization's Mission and Vision Statements, MPO has a commitment to making its services, programs and activities accessible to all segments of our community. All rehearsal and performance facilities used by the MPO will have accessible parking, entrances, restrooms, ramps and seating. It is the policy of the MPO to provide accommodations with advance request, such as assistive listening devices or large print programs for persons with disabilities who attend our performances. Such requests may be in writing or as a voicemail on the MPO Information Line. In addition, the MPO shall not discriminate against a qualified individual with a disability in its application procedures, the auditioning, training, or any other terms, conditions and privileges of membership.

Section 6.03. Behavior.

The MPO strives to provide a fun and relaxed rehearsal experience, and also maintains an environment free from distraction, intimidation, discrimination, or harassment. This policy strictly prohibits unlawful harassment on the basis of protected classes—including race, color, sex, gender, national origin, citizenship status, familial status, religion, age, disability, or sexual orientation.

Section 6.04. Confidentiality.

The MPO is sensitive to the confidentiality issues of its members. Information collected by the MPO will not be published without sufficient notification. Treating information confidentially means not releasing it to anyone outside the MPO without a member's permission. Members may request that their names or photos be withheld from publications.

ARTICLE VII: INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE VIII: AMENDMENTS TO THE BYLAWS.

The organizational Bylaws may be amended as needed, or at minimum should be reviewed on an annual basis for relevance and applicability. Amendments to the Bylaws may be approved conditionally by a majority of the Board, but must be ratified annually by a majority of voting members at the Annual General meeting. Any changes or revisions to the Bylaws since the last ratification must be highlighted during the next meeting to ratify the Bylaws.

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These bylaws have been approved, as amended and restated, by a majority vote of Members of the Minnesota Philharmonic Orchestra on June 21, 2022. These Bylaws supersede the Bylaws as originally adopted and approved and all other amendments prior to the date of these amendments.



Secretary