

BY-LAWS  
OF  
THE PHILHARMONIA OF GREENSBORO

2017

**ARTICLE I**

Name

The name of this organization shall be "The Philharmonia of Greensboro", hereinafter referred to as "the Philharmonia" in these By-Laws.

**ARTICLE II**

Purpose

The Philharmonia shall be an organization of educational and civic nature. Its objective shall be to practice and perform orchestral music and to provide a medium through which the talents of musicians may develop while providing the community with quality performances of orchestral music.

**ARTICLE III**

Membership

Section 1. Membership Process

- A. Membership in this organization is open to all persons who have the necessary training and talent to play in an orchestra and who have the time to attend practices and play at the designated performances.
- B. Final assessment for membership shall be made by the Conductor, considering the needs of the orchestra and the expressed willingness of the prospective members to accept the responsibilities of membership set forth in this document.
- C. Organizations within the community, including schools, colleges, universities and private instructors must apply to the Conductor and read and understand the membership requirements (particularly those sections requiring a limited number of players) before sending students to participate. The Conductor will make the final decision to accept students based on their available time, talent, and other membership requirements.
- D. Every member will enroll each September using a Membership Form. Membership will be considered to continue through the Performance Season (September through July) or until such time as the member states his/her

- desire to withdraw or is asked to withdraw for cause by the Conductor and Section Leader. See sections on Resignations and Dismissals for procedure.
- E. Section Leaders or their designees will track attendance at each rehearsal.

## Section 2. Principal Players

### A. Eligibility and Minimum Requirements

1. The Philharmonia acknowledges its role as a volunteer organization and recognizes a need to balance volunteer participation with acceptable skill levels, in particular with regard to Principal players. With that in mind, any person(s) wishing to become a Principal player may express interest to the Conductor. Likewise, the Conductor may invite player(s) to audition. The Conductor will then determine if a Principal position is available, and if so, will conduct an informal interview with the prospective Principal player(s) to determine experience and likely skill levels. In the event more than one person desires to audition for a Principal position, then the players will be interviewed and, if appropriate as determined by the Conductor, auditioned.
2. Principals should have a minimum skill level that allows them to satisfactorily perform standard orchestral repertoire. This includes, but is not limited to:
  - a) an advanced level of proficiency on their instrument
  - b) experience playing in similar ensembles
  - c) familiarity with orchestral literature
  - d) the ability to sight-read (and transpose if appropriate) with minimum acceptable skill

### B. Auditions

1. Audition Panel – If the Conductor determines the player(s) is/are likely to possess the necessary skill level, then an audition Panel consisting of the Conductor and two other current Principal players will hold a formal audition with the prospective Principal player(s).
2. Audition Materials – The audition materials shall consist of excerpts representative of standard orchestral repertoire as determined and selected by the Conductor. The materials shall be given to the prospective Principal player(s) a minimum of one week in advance of the scheduled audition.
3. Audition Venue – The audition shall be held in private at a place and time agreeable to all involved.

### C. Determination and Notification

1. Determination - Upon completion of the audition, the Audition Panel will, in private, make a determination by voice vote of the acceptance or rejection

of the prospective Principal player(s), based on a majority vote for or against. In the case of more than one player, the Audition Panel will determine which player (if any) will be designated as Principal. All decisions will remain confidential until the Conductor notifies the prospective Principal player(s).

2. Notification - The Conductor will, within a reasonable amount of time following the audition, notify the prospective Principal player(s) of the results of the audition.

#### D. Appeal Process

1. Either party may appeal the determination.
2. In the event of an appeal by the prospective Principal player(s), notice must be presented in writing to the Conductor within one (1) week after the date of the notification of determination, and must clearly state the reason for the appeal. The Conductor will consult with the Audition Panel and render a determination which shall be final, not subject to further appeal.
3. In the event of an appeal by a member of the Audition Panel, it must be presented orally to the Conductor and other member(s) of the Audition Panel within one (1) week after the date of the original determination. The Audition Panel will discuss the appeal and a determination will be made by the Conductor which will be final, not subject to further appeal. (The determination may include the option to re-audition the prospective Principal player.) Notification of the final determination regarding the appeal will be made by the Conductor in a timely manner.
4. Any appeal by either party which is not presented within the required one-week period will not be considered.

### Section 3. Paid Players

#### A. Customary Practice & Exceptions

1. It is the customary practice for certain players of the Philharmonia to be paid a stipend for their service (i.e.: Concert Master and Principal 2<sup>nd</sup> Violin). In addition to these regularly paid positions, it may become necessary from time to time to pay a stipend for other positions. For example, a particular piece of music may require an instrument or skill set not ordinarily available, and it may therefore be necessary to hire a substitute player for a critical part; similarly, it may be necessary to hire a guest soloist. The Board, together with input from the Conductor, shall exercise its best judgement in deciding whether to pay for players. Such an occasion should be the exception, not the rule.

#### B. Stipend Amount

1. The stipend amount should be in keeping with current market rates for substitute players and will be determined on a case-by-case basis. The Board, along with input from the Conductor, shall determine an appropriate stipend amount in each case.

#### C. Agreement

1. One-Time Agreement - It should be noted that a one-time agreement does not imply an on-going arrangement and the paid player(s) should not assume that the agreement will be extended or repeated unless otherwise stipulated.
2. Written Offer & Acceptance - The paid player(s) will be notified in writing of the agreed stipend amount by the Conductor or representative of the Board, together with a clear expectation of responsibilities, specifically rehearsal and performance attendance. In turn, a written acceptance from the paid player(s) will be requested. (Note: E-mail is an acceptable form of written notice.)
3. Payment - Upon satisfactory completion of service, the Treasurer will be authorized to issue a check to the player(s).
4. Termination of Agreement - The Board reserves the right to terminate an agreement with the paid player(s) for reasons of non-compliance, negligence, or misconduct.

### Section 4. Responsibilities of Membership

#### A. Attendance

1. Each member must attend at least two thirds (2/3) of the total number of rehearsals for each concert in order to be eligible to play the concert. Exceptions may be made with the approval of the Conductor.
2. Members are expected to remain for the entire duration of a rehearsal unless released by the Conductor.
3. Attendance at dress rehearsals is mandatory. Members may be excused from dress rehearsals with permission of the Conductor only.
4. Principal players/Section Leaders are responsible for recruiting the required number of players for their section and for monitoring attendance. If the Principal is unable to find the required number of players, he/she should ask the Vice President for assistance. Principal players and the Vice President must receive the Conductor's approval before inviting players to participate.

#### B. Rehearsals

1. Each member should come to rehearsal with music and pencil and be ready to play when the Conductor starts.
2. Each player in the wind and percussion sections is responsible for securing a substitute player to cover his/her absences and ensuring that the substitute player has the music. He/She is also responsible for retrieving the music from the substitute after the rehearsal.
3. Each member is expected to prepare his/her part before each rehearsal.
4. Each member should be considerate of the Conductor and other members by not playing or talking when the Conductor stops, by listening to the Conductor's comments, and by remaining quiet when the Conductor is working with other sections.
5. Each member should return from rehearsal breaks punctually.

#### C. Performances

1. Dress is determined by the Conductor, depending on the venue of the performance.
2. Members should arrive punctually at the time designated by the Conductor.

#### D. Music – either owned, borrowed, or rented by the City of Greensboro

1. Each player must sign the check-out card in the front of his/her music folder before taking any music from the rehearsal hall. Check-out cards are left in the music totes for the Librarian. If a player must miss a rehearsal, he/she must return the music to the Music Center or to another player prior to the next rehearsal time.
2. Check-out cards are monitored by the Section Leaders or the Librarian. Missing music is the responsibility of the member whose name is on the check-out card.
3. All music should be treated with care, kept dry and clean, and marked only in pencil.
4. All music must be returned immediately following a performance in accordance with the Librarian's instructions.

#### Section 5. Resignations

If a member finds it necessary to resign from the Philharmonia, he/she must notify the Section Leader and the Conductor and email the Secretary. The Conductor has the authority to replace a resigned member at his/her discretion.

#### Section 6. Dismissals

A member may be suspended or dismissed at the discretion of the Conductor with the concurrence of the Executive Board for reasons including but not limited to:

1. excessive absences
2. failure to abide by the rules and By-Laws of the Philharmonia
3. musical reasons
4. failure to attend dress rehearsal(s)
5. other sufficient cause

A majority vote of the Executive Board is required in the event of dismissal of any member.

## **ARTICLE IV**

### Meetings of the General Membership

#### Section 1. Regular & Special Meetings

Meetings of the membership may be called by the Executive Board, by the President, or by oral or written request of the membership to the President. No special meetings shall be called without a minimum of a one-week notice.

#### Section 2. Quorum and Voting

Except as provided by the By-Laws, at any regular or special meeting of the members, a majority of the membership constitutes a quorum for the transaction of all business. Each member shall be entitled to one (1) vote. All voting shall be by a show of hands except upon the request of any member and the approval of the President, in which case the vote may be by secret ballot. The act of the majority vote of the members present at any meeting at which there is a quorum shall be as by the act of the whole membership, except as otherwise provided.

## **ARTICLE V**

### Executive Board

#### Section 1. Composition

Members of the Executive Board shall be elected by the members of the Philharmonia. Voting members of the Executive Board shall consist of the Officers as set forth in Article VI – “Officers”. The Conductor, Concertmaster/Concertmistress, along with the Director of the Greensboro Music Center, shall be non-voting *ex officio* members.

## Section 2. Powers and Duties of the Executive Board

The powers and duties of the Executive Board shall be as follows:

- A. Assist and advise in the management of the affairs of the Philharmonia and formulate policies except as otherwise specified by law or these By-Laws.
- B. Advise the Greensboro Music Center on financial needs and plan appropriate activities.
- C. Appoint committees to carry on correspondence and communications as deemed necessary.

## Section 3. Committees

- A. The President may appoint committees, both Standing and Special, to carry out specific functions as set forth by the Executive Board.
- B. Standing Committees shall be those necessary for the continued operation of the Philharmonia
- C. Special Committees shall take on tasks as set forth by the Executive Board.

## Section 4. Meetings of the Executive Board

- A. Regularly scheduled Executive Board meetings shall be held once every month from September through June annually, except in December.
- B. Communication to Executive Board members regarding meetings shall be by email and/or phone.
- C. The Executive Board may agree to cancel monthly meetings or likewise to hold special meetings.
- D. Meetings shall be held at such times and places as determined by the President, and/or the Executive Board, and/or the Music Director of the Greensboro Music Center.
- E. Meetings shall be conducted according to Robert's Rules of Order (revised).

## Section 5. Quorum and Voting

A simple majority of voting members of the Executive Board shall constitute a quorum for transaction of business. Assuming a quorum is in attendance, all matters shall be decided by majority vote of the members present.

# **ARTICLE VI**

## Officers

### Section 1. Officers and Terms of Office

- A. Officers shall consist of the following:
- President
  - Immediate Past President
  - Vice President
  - Corresponding Secretary
  - Recording Secretary
  - Treasurer
  - Member at Large
- B. Term - Officers shall serve for a term of one (1) year, beginning each year at the September meeting of the Executive Board.
- C. Re-Election - Any officer may be re-elected.

## Section 2. Nominations and Elections

- A. Nominating Committee – There shall be a Nominating Committee chaired by the Immediate Past President, if any, or by a member of the Executive Board appointed by the President. The chair of the Nominating Committee may appoint other committee members.
- B. Slate of Officers – The Nominating Committee shall present a slate of proposed officers to the Executive Board at the March meeting.
- C. Elections – Elections of officers shall take place at a general meeting of the Philharmonia in April.
- D. Vacancy – A vacancy shall occur if an officer resigns or is no longer a member of the Philharmonia. The Executive Board may also declare an office vacant if an officer misses three (3) consecutive meetings or otherwise does not perform assigned duties. In the event of a vacancy, the Nominating Committee shall recruit a person to fill the unexpired term of the officer, subject to the approval of the Executive Board.

## Section 3. Duties

- A. The **President** shall be the Principal Executive Officer whose duties shall include:
1. Preside at all Executive Board meetings and general meetings of the Philharmonia.
  2. Appoint all committee chairpersons not otherwise stipulated under Section 3. "Duties".
  3. Act as the liaison between the Greensboro Music Center, the Executive Board, and the general membership of the Philharmonia and communicate with all parties in a timely manner.
  4. Oversee the successful functioning of all committees and completion of all officers' duties.



5. Be responsible for setting meetings of the Executive Board and meetings of the Philharmonia, and arranging the agenda for such meetings.
  6. Promote the general welfare and prosperity of the Philharmonia.
- B. The **Vice President** shall assume all duties assigned to the President in the President's absence and shall act as an assistant to the President.
- C. The **Corresponding Secretary's** duties shall include:
1. Be responsible for all correspondence sent to the Executive Board and to the general membership. He/she shall communicate by electronic means, either email and/or text.
  2. Take written attendance of members at all rehearsals. He/she may coordinate with Section Leaders in this regard.
  3. Maintain the Philharmonia roster (membership list), keeping it accurate and up to date.
- D. The **Recording Secretary's** duties shall include:
1. Take written minutes at all Executive Board and general Philharmonia meetings.
  2. Present the minutes in writing for approval by the Executive Board and place the approved minutes in the Philharmonia archives.
- E. The **Treasurer's** duties shall include:
1. Receive all funds of the Philharmonia and deposit funds in a commercial bank account designated by the Executive Board.
  2. Provide a monthly statement of finances at each Executive Board meeting, and again upon completion of the fiscal year which ends in August of each calendar year.
  3. Transfer all financial records in good condition to the newly-elected Treasurer.
  4. Write and sign checks from the Philharmonia account for all disbursements as authorized by the Executive Board.
- F. The **Member-at-Large's** duties shall include:
1. Attend board meetings, vote, be accessible to Philharmonia members as a liaison, and perform other duties as deemed appropriate by the President.
- G. The **Immediate Past President's** duties shall include:
1. Serve as Chairperson of the Nominating Committee. (In the event there is no Immediate Past President, the President shall appoint a serving member of the Executive Committee to serve as chairperson of the Nominating Committee.)
  2. Advise the President as necessary.

## **ARTICLE VII**

### Amendments & Repeals

#### Section 1. Submission of Proposals

Proposals for amendment and/or repeal of By-Laws may be presented by a member of the Executive Board, a member of the Philharmonia, or by a committee of the Executive Board. All such proposals must be presented in writing to the President of the Executive Board.

#### Section 2. Notice of Proposals

Official notice of the proposed amendment and/or repeal shall be made by electronic means seven (7) calendar days prior to a meeting of the Executive Board.

#### Section 3. Voting on Proposals

A majority vote of the Executive Board members shall be required in order to approve and pass a proposed amendment and/or repeal. Final approval of any amendment and/or repeal must come from the Music Director of the Greensboro Music Center.

## **ARTICLE VIII**

### Sponsorship

The Philharmonia is sponsored by the Greensboro Music Center, Visual and Performing Arts, Greensboro Parks and Recreation Department, City of Greensboro. Major funding for the Philharmonia comes from this municipality. No Office, Staff Member, Committee, or Member of this organization shall undertake a financial commitment or solicit funds in the name of the Philharmonia except as authorized by the Music Director of the Greensboro Music Center.

## **ARTICLE IX**

### Dissolution

The Philharmonia may be dissolved by authorized employees or agents of the City of Greensboro in accordance with ordinances and policies governing such matters for the City of Greensboro and the Parks and Recreation Department.