

**ST. LOUIS SYMPHONY VOLUNTEER ASSOCIATION
BYLAWS**

REVISED DECEMBER 15, 2016

ARTICLE I. NAME

There shall be a division of the Saint Louis Symphony Corporation to be known as “The St. Louis Symphony Volunteer Association” (SVA).

ARTICLE II. PURPOSE

The purpose of the association shall be to provide a means for individuals to support and advance the mission of the St. Louis Symphony to enrich lives through the power of music.

ARTICLE III. MEMBERSHIP

- A. Membership is open and available to anyone who makes an annual donation to the ***Friends of the Symphony*** program at a level which receives ***Friends of the Symphony*** membership benefits.
- B. It is recommended that members shall:
 - 1. Serve on a committee(s)
 - 2. Participate in the association’s events and projects
 - 3. Attend St. Louis Symphony concerts, programs, or events

ARTICLE IV. OFFICERS AND THEIR DUTIES

Officers shall be elected by the membership of the association at the SVA Annual Meeting, with the exception of the President Elect, who shall be elected and assume office when applicable, at a winter membership meeting.

- A. **President.** The President shall:
 - 1. Serve a term of office of two (2) consecutive years;
 - 2. Assume office at the close of the Annual Meeting;
 - 3. Serve only one (1) term of office;
 - 4. Serve as Chair of the Executive Committee and the Board;
 - 5. Preside at all meetings of the Executive Committee, the Board and membership;
 - 6. Serve as ex-officio member of all committees;
 - 7. Appoint new committee(s) as well as selected committee team leaders, if and when a need occurs, with approval of the Executive Committee and the Board;

8. Represent the association at meetings of the St. Louis Symphony, at its functions, and at other events and meetings as deemed appropriate;
 9. Appoint a Vice President to fulfill the duties of the office of President when the President is temporarily unable to act due to absence or otherwise and the President Elect is not in office;
 10. Appoint the Nominating Committee Chair in the summer of each year.
- B. President Elect.** The President Elect shall:
1. Assume office at the close of the winter membership meeting of the second year of the current President's term;
 2. Assume office at the close of the winter membership meeting of the current President's first year in the event the President cannot serve a second consecutive year;
 3. Fulfill the duties of the office of the President on a temporary basis in the absence of the President;
 4. Assume the office of President upon completion of the current President's term.
- C. Vice Presidents.** The Vice Presidents shall:
1. Serve a term of office of two (2) consecutive years in the same office;
 2. Supervise and coordinate within his/her own area the activities of the Chairs and their assigned committees and team leaders as well as perform additional duties at the request of the President;
 3. Fulfill the duties of the office of President on a temporary basis as appointed by the President when a President Elect has not yet been selected.
- D. Secretary.** The Secretary shall:
1. Serve a term of office of two (2) consecutive years in the same office;
 2. Keep records of the association, except such records that are specifically assigned to others by the Board;
 3. Record minutes and attendance of Executive Committee, Board and membership meetings;
 4. Conduct such correspondence as shall be directed by the President;
 5. Track and monitor volunteer hours served by each member.

ARTICLE V. EXECUTIVE COMMITTEE

- A. Membership.** The Executive Committee shall consist of the President, President Elect, Vice Presidents, and Secretary.
- B. Governance.** The Executive Committee shall oversee and supervise the affairs of the association and shall be subject to the orders of the Board.

- C. **Meetings.** The Executive Committee shall hold regular meetings prior to Board meetings.
- D. **Vacancies.** The Nominating Committee in consultation with the President shall fill vacancies on the Executive Committee.

ARTICLE VI. BOARD

- A. **Governing Body.** The Board shall be the governing body of this association.
- B. **Membership.** The Board shall consist of the Executive Committee, Chairs and Vice Chairs of each committee. Each Board member shall be a member in good standing of the association as defined by ARTICLE III (A).
- C. **Meetings.** The Board shall hold a minimum of four meetings annually. Each Board member shall attend all Board meetings. Special Board meetings may be called by the President or by 25% of the Board members.
- D. **Electronic Meetings.** The Board shall be authorized to vote using electronic means, as long as all members are given the opportunity to participate.
- E. **Notices.** Written or electronic notice of all Board meetings shall be sent to all Board members at least 14 days in advance of the date thereof.
- F. **Quorum.** A quorum of the Board shall be twenty-five percent (25%) of membership. The Board may adjourn to a later date if the quorum is not met.
- G. **Vacancies.** The Nominating Committee, in consultation with the President, shall fill vacancies on the Board.

ARTICLE VII. COMMITTEES

- A. **Membership.** Committees shall consist of a Chair, Vice Chair, as needed, and committee members, as needed. Team leaders, as needed, may also be designated for selected committees. Chairs, Vice Chairs, and team leaders shall be members in good standing of the association as defined by ARTICLE III (A). Non-members may participate at the discretion and approval of the Executive Committee and the Board.
- B. **Term of Office.** Chairs and Vice Chairs shall serve a term of two (2) consecutive years.
- C. **Meetings.** Chairs and Vice Chairs shall serve as members of the Board.
- D. **Responsibilities.** Chairs and Vice Chairs shall be responsible for the work and progress of their respective committees and team leaders and shall give:
 - 1. Written or oral reports at the membership meetings when selected by the President in consultation with the Vice President
 - 2. Written year end summaries of the work conducted and submit to the President and their respective Vice President

ARTICLE VIII. NOMINATIONS AND ELECTIONS

- A. **Membership.** A Nominating Committee of six (6) members and a Chair shall function throughout the year.
1. The President shall appoint the Chair of the Nominating Committee in the summer, subject to Board approval to assume office pursuant to ARTICLE VIII (H). In the case of an outgoing President, the appointment of the Chair shall be made in consultation with the President Elect. The President shall appoint six (6) members of the Nominating Committee in the summer after the Nominating Chair has been approved, subject to Board approval to serve a term of one (1) year. Chair and members of the committee shall not serve a consecutive term.
 2. The Nominating Committee shall consist of one representative from each Vice President's area of responsibility, one from the Executive Committee, and two from the general membership.
- B. **Duties and Responsibilities.** The Nominating Committee shall prepare and present to the membership at least fourteen (14) days before the Annual Meeting of the association a slate of nominations for all Vice Presidents, Secretary, Chairs of individual committees and Vice Chairs, as needed.
- C. **Terms as They Relate to Nominations.**
1. In the event the President cannot serve a second consecutive year, the Nominating Committee shall present the nominee for President Elect to the membership at least fourteen (14) days prior to the winter membership meeting of the President's first year. The President Elect shall assume office at the close of the winter membership meeting.
 2. In the event the President serves a second consecutive year, the Nominating Committee shall present the nominee for President Elect to the membership at least fourteen (14) days prior to the winter membership meeting of the President's second year. The President Elect shall assume office at the close of the winter membership meeting.
 3. The term of office for Vice Presidents, Secretary, Chairs and Vice Chairs of individual committees shall be two (2) consecutive years in the same office. Vice Presidents, Secretary, Chairs, and Vice Chairs may not serve consecutive terms in the same office.
 4. A member may serve as an elected Executive Committee officer or Chair of only one (1) committee at a time.
- D. **President Elect Nominations.** The Nominating Committee shall seek candidates for President Elect, in consultation with the appropriate St. Louis Symphony Senior Management Staff, the current President and the Advisory Committee.
- E. **Additional Nominations.** Additional nominations for any elective office may be made by written petition of fifteen (15) members qualified to vote, provided such petition is filed with the Chair of the Nominating Committee ten (10) days prior to the Annual Meeting.
- F. **Vacancies.** Elected members of the Board who cannot complete their term of office for any reason shall send a written or electronic letter of resignation to the President which

includes the effective date of resignation. The Nominating Committee in consultation with the President shall fill vacancies on the Executive Committee and Board.

- G. **President's Inability to Serve.** In the event of the President's permanent inability to act, the Nominating Committee shall within thirty (30) days of the vacancy, appoint one of the Vice Presidents or President Elect, to fill the President's unexpired term, subject to the approval of the Board.
- H. **Voting.** Elections for office shall be by a two-thirds (2/3) majority of voting members of the association present at the Annual Meeting.
- I. **Assumption of Office.** Officers, Chairs and Vice Chairs shall assume office at the close of the Annual Meeting with the exception of the President Elect who shall assume office as described in ARTICLE IV (B). Current Committee Chairs shall be responsible for the completion of their respective projects.

ARTICLE IX. MEMBERSHIP MEETINGS

- A. **Number and Timing.** There shall be three (3) membership meetings of the association each fiscal year. The fiscal year is September 1 to August 31. There shall be a meeting held in the fall and the winter, respectively, with the Annual Meeting held in May.
- B. **Location and Time.** Membership meetings shall be held at times and places approved by the Executive Committee.
- C. **Notice.** Written, electronic or other methods of notification of membership meetings shall be sent to all members at least fourteen (14) days prior to the dates thereof.
- D. **Special Meetings.** Special meetings may be called:
 - 1. By the President
 - 2. By a majority of the Board
 - 3. By five percent (5%) of the members of the association
- E. **Quorum.** Ten percent (10%) of the members shall constitute a quorum.

ARTICLE X. FINANCE

- A. **Contracts.** Appropriate St. Louis Symphony personnel shall sign all contracts on behalf of the association.
- B. **Budgets.** Committee Chairs may submit suggestions for their respective committee annual budgets to the Executive Committee no later than March 30. All budget input shall be reviewed by the Executive Committee. Approved budget input by the Executive Committee shall be submitted to the Associate Director of Volunteer Activities and other St. Louis Symphony Senior Management Staff for consideration and final approval.
- C. **Unbudgeted Expenditures.** Expenditures of unbudgeted funds shall be approved by the Executive Committee and appropriate St. Louis Symphony personnel.

ARTICLE XI. ADVISORY COMMITTEE

- A. **Membership.** The Advisory Committee shall consist of four (4) immediate Past Presidents and shall be available for consultation as needed to the President and to the Nominating Committee in selecting a President Elect.
- B. **Meetings.** The President shall call a minimum of one meeting a year of the Advisory Committee.

ARTICLE XII. AMENDMENT OF BYLAWS

These bylaws may be amended or new bylaws adopted at any membership meeting, or at any special meeting called for that purpose, provided that written or electronic notice of each proposed amendment or the proposed new bylaws shall have been given to each voting member at least fourteen (14) days prior to the date of any such meeting.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of REVISED ROBERT'S RULES OF ORDER shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ST. LOUIS SYMPHONY VOLUNTEER ASSOCIATION STANDING RULES AND POLICIES

REVISED DECEMBER 15, 2016

MEMBERSHIP BENEFITS

- Members shall receive access to a membership directory, newsletter and other pertinent communications
- Members may attend special events by invitation
- Members may receive special STL Symphony communications
- Membership names and addresses contained in the membership directory cannot be used for external use without the written approval of the Board of the St. Louis Symphony Volunteer Association.

COMMITTEES

Committee Chairs shall ensure that all members whose names have been submitted to them by the Regular Membership or Prospective and New Membership Committee are contacted and are informed about all committee meetings and projects.

EXPLANATION

Standing Rules are adopted by a majority vote and are amended by a two-thirds vote without previous notice, or by a majority vote with such notice. A Standing Rule may be suspended for the current session by a majority vote, after which it again becomes effective.

POLICIES

Procedure for the Board to respond to an issue or vote on a proposed action using electronic means:

1. The President writes an email with an explanation of the issue under consideration and the action required by the Board with response request by a specified date.
2. The President mails or faxes a copy of the same email to Board Members without email.
3. Each Board Member is asked to respond by fax, email or US mail by the specified date. The Secretary will record these responses or votes in the minutes.
4. The same quorum requirement applies for electronic meetings as for regular meetings. See ARTICLE IX (E).

Procedure for termination of a committee:

1. Refer committee termination proposal to Executive Committee.
2. If termination is recommended by the Executive Committee, then refer to Associate Director of Volunteer Activities for consideration.
3. If termination is recommended by both the Executive Committee and Associate Director of Volunteer Activities, refer to the Board for a vote.

Procedure for the President and Board to communicate with members:

1. Written or electronic communication of information pertaining to the association may be used as long as fourteen (14) days prior to the requested action or meeting date are given to each member.
2. Members without email shall be notified of the communication which requires a requested action or announces a meeting date.