

ORIGINAL

BY-LAWS
OF
MERIDIAN COMMUNITY ORCHESTRA, INC.

ARTICLE I

NAME

This Organization shall be known as the “Meridian Community Orchestra, Inc.” hereinafter referred to as the “MSO”.

ARTICLE II

ORGANIZATION

The MSO shall be a voluntary, nonprofit, incorporated association of members (as hereinafter defined). No part of the income or the assets of the MSO shall be distributed to its members, Directors, or Officers.

ARTICLE III

PURPOSE

The purpose of the MSO shall be:

- 1 To organize, support, and manage a community orchestra.
- 2 To undertake such other ventures as the Board of Directors may deem appropriate.

ARTICLE IV

MEMBERSHIP

Membership of the MSO shall consist of the current musicians of active standing in the Meridian Community Orchestra. An annual membership meeting shall be at such time and location as determined by the Board of Directors.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Election. The Board of Directors shall consist of not less than seven (7) nor more than fifteen (15) Directors; plus Ex-Officio Directors. Each Director shall serve a two-year term. The terms of office shall be staggered such that approximately one-half of the Directors shall be elected yearly. Directors may succeed themselves should the MSO members see fit to re-elect them. Except for Ex-Officio members of the Board of Directors (as defined herein) Directors shall be elected by the membership at its annual meeting. Any current active MSO member who has actively participated in the MSO for at least two years is eligible to serve as a Board Member. There may be not more than two Board Members who are not current active MSO members.

Section 2. Officers. The Board of Directors shall elect from its membership a President, Vice-President, Secretary and Treasurer. Officers may succeed themselves, should the Board of Directors see fit to re-elect them.

Section 3. Ex-Officio Directors. In addition to Directors elected from the membership of the MSO, the Board of Directors shall include the following Ex-Officio Directors:

1. The Artistic Director;
2. The Concertmaster.

The Ex-Officio Directors are non-voting members of the Board.

Section 4. Meetings. Meetings of the Board of Directors may be called from time to time by the President. The President shall notify the Directors at least ten (10) days in advance of the time and place of the meeting, provided, however, failure to provide notice shall not invalidate any actions taken by a majority of the Directors.

Section 5. Powers. The Board of Directors shall have full power and responsibility to manage and oversee the operation of the MSO's business and to exercise all other powers permitted by Idaho law.

Section 6. Compensation. The Board of Directors and Officers of the MSO will receive no compensation for services.

Section 7. MSO Staff. The Board of Directors shall approve the retention of the services of an Artistic Director and such other services as the Board determines to be necessary. The duties of all staff shall be determined and specified by the Board. The performance of all MSO staff, including the Artistic Director, shall be evaluated by the Board at least annually. The tenure of all staff shall be at the pleasure of the Board.

Section 8. Vacancies. The Board of Directors may fill any un-expired term of any Director who leaves the Board by reason of death, disability or resignation. No resignation of a Director or Officer shall be effective until such time as their successors are duly elected.

Section 9. Nominations. When a mid-term vacancy exists, nominations for election to the Board of Directors may be submitted to the Board in writing by any Director at an appropriate meeting of the Board. The proposed Director must have consented in writing to be nominated.

Section 10. Voting. Voting must be in person and NO proxy voting may occur.

Section 11. Quorum. A majority of the Board shall constitute a quorum, and shall have full authority to transact business for the MSO.

ARTICLE VI OFFICERS AND DUTIES

Section 1. President. The President shall be the executive officer of the MSO, will preside at all meetings of the Board; he or she shall have the day to day management of the business of the MSO, and shall see that all orders and resolutions of the Board are implemented.

Section 2. Vice President(s). The Vice President(s) shall serve under the supervision of the President and the Board. Upon the request or unavailability of the President, any Vice President may act in the place and stead of the President.

Section 3. Secretary. The Secretary will attend all sessions of the Board, record all votes, take minutes of all proceedings in a book maintained for that purpose. The Secretary shall perform such other duties as may be directed by the Board.

Section 4. Treasurer. The Treasurer will have custody of MSO funds and securities, and shall keep full and accurate accounts of receipts and disbursements, in books belonging to the MSO; shall deposit all monies and other valuable effects, in the name of and to the credit of, the MSO, in depositories designated by the Board. The Treasurer shall disburse the funds of the MSO as ordered by the Board, and will render to the President and Directors an account of all transactions concerning the financial condition of the MSO. A financial report shall be made as requested by the Board. The Treasurer shall be prepared to give a satisfactory bond if required by the Board, conditioned upon faithful performance of duties. In case of the Treasurer's resignation, removal from office or death, all books, papers, money, and other property of whatever kind that may be in her or his possession or under her or his control, belonging to the MSO shall be restored to the MSO. The President, Vice President(s) and Treasurer of the MSO shall have authority to sign checks, withdraw and disburse funds.

Section 5. Artistic Director. The Artistic Director shall be the chief artistic officer of the MSO and shall be responsible for the day-to-day supervision of the artistic activities of the MSO. The Artistic Director shall promote and maintain the goodwill and interest of the public and MSO members in the activities and productions of the MSO. The Artistic Director shall work under the supervision of the President with the advice and consultation of the Board. The Artistic Director shall serve at the pleasure of the Board. The position of Artistic Director shall be evaluated for retention by the Board no less than every two years. The Artistic Director shall not make any personnel decisions without the advance approval of the Board or a committee delegated with such authority serving under the authority of the Board.

ARTICLE VII

FISCAL

Section 1. Fiscal Year. The fiscal year of the MSO shall be from the first day of August of the calendar year to the last day of July of the following calendar year.

Section 2. Purpose. The MSO will have a charitable, educational, or civic purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or as amended, and shall always maintain the same.

Section 3. Operation. The MSO shall not operate for profit, and shall not make distribution of income or revenue to its members, unless such members also act in such capacity for which compensation would be provided independent of the member's status as a member.

ARTICLE VIII

COMMITTEES

All committees shall be appointed and shall serve at the pleasure of the Board. The MSO may have the following standing committees and such other committees as the Board deems necessary to conduct the affairs of the MSO:

1. An Executive Committee consisting of the President, Vice President(s), Treasurer, and Secretary may act on behalf of the Board of Directors as specifically authorized by the Board.

2. A Nominating Committee to make nominations for the Board of Directors based upon the vacancies available and the needs of the MSO for financial, professional, and organization resources. The Nominating Committee shall file its nominations with the President at least one week prior to the annual meeting of the membership, at which meeting the nominations shall be put to a vote.

3. A Musicians Committee to make personnel recommendations to the Board and the Artistic Director and to consult with and approve of all personnel decisions proposed by the Artistic Director.

ARTICLE IX

MISCELLANEOUS

Section 1. Special Notices. Whenever provisions of any statute or these By-Laws require that notice be given to any Director or Officer, said notice shall not be construed to mean personal notice. Such notice may be given in writing by mail or e-mail to the address as it appears in the books of the MSO at the time of giving said notice, except as provided in Article IX, Section 4.

Section 2. Discrimination. There shall be no discrimination in Board Membership by age, race, color, creed, sex, national origin, or handicap.

Section 3. Dissolution. In the event of the dissolution of the MSO, all properties, real and personal, belonging to the MSO, shall be assigned to a corporation of like purpose holding a charitable, non-profit status, or to the Meridian School District for use in school orchestras unless otherwise designated by the Board.

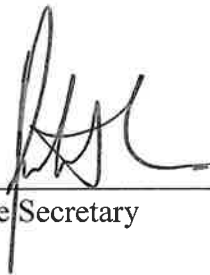
Section 4. Amendment of By-Laws. These By-Laws may be amended as needed by a two-thirds vote of the Board at any regular or special meeting. Such regular or special meeting shall include actual notice to all Board Members that a proposed amendment to the By-Laws is under

consideration. When any change is made, a copy shall be kept with the MSO records. The change in the By-Laws shall become effective when the motion has been passed as defined herein.

IN WITNESS WHEREOF, we, the duly elected President and Corporate Secretary, do hereby certify that the foregoing By-Laws have been duly adopted on this 17TH day of APRIL, 2012.



President



Corporate Secretary