Amended and Restated Bylaws
The Great Lakes Chamber Orchestra
219 E. Lake Street, Petoskey, Michigan 49770

ARTICLE I
NAME AND LOCATION

The name of the corporation is The Great Lakes Chamber Orchestra, Incorporated, hereinafter referred to as the “Orchestra” or the “Corporation”. The Orchestra may do business under the name Great Lakes Chamber Orchestra. The principal office shall be in Petoskey, Michigan.

ARTICLE II
PURPOSES

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. Within this general limitation, the specific purposes of the Corporation shall be:

1. To supervise and operate The Great Lakes Chamber Orchestra;

2. To provide high quality orchestral music through live regional performances and support related projects such as education and regional outreach; and

3. To enable The Great Lakes Chamber Orchestra to grow in artistic excellence and visibility as the area’s established orchestral organization, touching the lives of the regional community.

ARTICLE III
BOARD OF TRUSTEES

Section 1. Directorship. The Corporation is organized upon a directorship basis. The property, business and general administration of the Corporation will be managed by its Board of Trustees (the “Board”).

Section 2. Composition. The Board of the Corporation will consist of not fewer than ten nor more than fifteen persons, as determined by the Board, each of whom must be a Supporting Member of the Orchestra. Two of the persons serving on the Board shall be current playing members of the Orchestra elected to their positions on the Board by the current playing members of the Orchestra. The Music Director and the Executive Director shall serve as nonvoting members of the Board.

Section 3. Number and Term of Office. Each member serving on the Board shall serve terms of three consecutive years from the date of his or her election by the affirmative vote of a majority of the trustees then in office. When an individual has served on the Board for two consecutive full three-year terms, that individual shall be ineligible to serve on the Board until one year has elapsed from the time that individual completed his or her last consecutive full
three-year term. Terms of the individuals serving on the Board shall be staggered so that as nearly as possible, one-third of the terms expire each year.

Any trustee may resign at any time by giving written notice to the President, the Secretary, or the full Board. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the President of the Board. Any trustee may be removed from the Board, with or without cause, by a majority of votes cast by the Board at a meeting at which a quorum is present. Vacancies within any unexpired term on the Board may be filled by a simple majority of the trustees present at any regular meeting of the Board at which any trustee chooses to make a nomination for that purpose. Terms of trustees elected to the Board under the condition described above shall expire on the expiration date appropriate to the vacancy being filled.

Section 4. **General Powers as to Negotiable Paper.** The Board may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 5. **Powers as to Other Documents.** All material contracts, conveyances and other instruments may be executed on behalf of the Corporation by the President or any Vice President, and, if necessary, attested by the Secretary or the Treasurer.

Section 6. **Compensation.** Trustees will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a trustee in his or her capacity as a trustee.

**ARTICLE IV**

**SUPPORTING MEMBERS**

Section 1. **Members.** The Corporation shall have no members within the meaning of Section 304 of the Michigan Nonprofit Corporation Act (MCL 450.2304).

Section 2. **Supporters.** An individual becomes a Supporter of the Orchestra during the current fiscal year by being a contributor, a volunteer or a current playing member of The Great Lakes Chamber Orchestra. The Board may adopt other such policies and procedures from time to time for the admission of Supporters.

Section 3. **Address List.** An alphabetical listing of the names and addresses of all Supporters, updated annually, or as needed, shall be maintained for the purpose of notification of organization related material.

**ARTICLE V**

**MEETINGS OF THE BOARD OF TRUSTEES**

Section 1. **Annual Meeting.** An Annual Meeting of the Board of Trustees of the Corporation may be held during the year, for the purpose of electing trustees and officers for the ensuing year, presenting to the trustees a copy of the Corporation’s Annual Report for the preceding fiscal year and for the transaction of other business properly brought before the meeting. The Annual Report shall consist of information thought necessary by the Board to help promote the Corporation. The meeting may be dispensed with if these items are covered during the regular board meetings.
Section 2. Regular Meetings. Regular meetings of the Board may be held without notice if the time and place of the meeting has been determined by resolution of the Board. No fewer than six (6) regular meetings of the Board must be held each year.

Section 3. Special Meetings. Special meetings of the trustees may be called by the President and will be called by the President or Secretary at the direction of not less than one-half of the members of the Board or as may otherwise be provided by law. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the President or Secretary and stated in the notice of meeting. Any request for a meeting by the trustees must state the purpose or purposes of the proposed meeting.

Section 4. Notice of Meeting. Notices of meetings sent by the U.S. mail service and/or by electronic mail (email) will be considered appropriate for the purpose of notifying the members of the Board of regular and or/special meetings of the Board. Each trustee shall furnish his or her current email address to the Corporation from time to time throughout such trustee’s term and, by doing so, shall be deemed to authorize notice by email. Notice of each meeting must be sent to each member of the Board at least three business days before any meeting. Notice by electronic transmission will be deemed to have been given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. Attendance of a trustee at a meeting constitutes a waiver of notice of the meeting, except where the trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5. Quorum and Voting. A majority of all trustees will constitute a quorum at any meeting. The vote of a majority of the trustees present at a meeting at which a quorum is present will constitute the action of the Board, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

Section 6. Conduct at Meetings. Meetings of the trustees will be presided over by the President, Vice-President or their designee. The Secretary of the Corporation or, in their absence, a person chosen at the meeting, will act as Secretary of the meeting.

Section 7. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of trustees may be taken without a meeting, without prior notice and without a vote, if all of the trustees consent in writing, including by electronic transmission such as email or other electronic mail, to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board.

Section 8. Participation by Remote Communication. A trustee may participate in a meeting of trustees by conference telephone or other means of remote communication by which all persons participating in the meeting may communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE VI
OFFICERS AND ADMINISTRATIVE STAFF

Section 1. Election and Qualifications. At each Annual Meeting of the Board, the Board shall elect officers consisting of a President, Vice President, Secretary, and Treasurer from the
members of the Board. The officers shall be elected annually. If the election of officers shall not be at each such Annual Meeting, such election shall be held or made as soon thereafter as is convenient.

Section 2. Duties.

President: The President shall be responsible for calling meetings of the Board and the membership, preparing agendas, presiding over meetings, signing documents on behalf of the Orchestra, chairing the Executive Committee, and ensuring that the functions of the Orchestra and its Board are conducted as authorized.

Vice President: The Vice President shall assist the President in conducting the business of the Orchestra and its Board. The Vice President will assume the duties of the President in the absence of the President. The Vice President shall be a member of the Executive Committee.

Secretary: The Secretary shall be responsible for recording and providing minutes of the meetings of the Board and the Annual Meeting of the supporting members, and assisting the President in giving required notice of meetings. The Secretary shall keep at the Orchestra’s office a copy of the Articles of Incorporation and Bylaws and a record of the names and addresses of the trustees. The Secretary shall be a member of the Executive Committee.

Treasurer: The Treasurer shall be responsible for overseeing the handling of the Orchestra’s funds, ensuring that correct and complete books and records of the Orchestra’s accounts are kept, allowing such books and records to be inspected by any Supporter of the Orchestra, or his or her agent, or attorney, for any proper purpose at any reasonable time. The Treasurer shall work with the Executive Director and Finance Committee to propose an annual budget. The Treasurer shall be a member of the Executive Committee.

Music Director: The Music Director shall be appointed by the Board. The Music Director shall be responsible for the general supervision of the musical program of the Orchestra and shall have such other duties as prescribed by the Board and shall be paid a compensation determined by the Board. The Music Director shall be a non-voting member of the Executive Committee and the Board.

Executive Director: The Executive Director shall be appointed by the Board. The Executive Director shall be responsible for the general supervision of the business affairs of the Orchestra, shall prepare an Annual Report summarizing the important activities and with the assistance of the Finance Committee share the financial performance of the organization at the end of the fiscal year, with the Trustees and Supporters of the orchestra. The Executive Director shall have such other duties as prescribed by the Board and shall be paid a salary determined by the Board. The Executive Director shall be a non-voting member of the Executive Committee and the Board.

Section 3. Terms. Officers shall serve for terms of one year. No individual may serve more than four consecutive terms in any one office.
Section 4. **Removal; Resignation.** Any officer may be removed by the vote of a majority of the Board whenever in its judgment the best interests of the Orchestra will be served thereby. An officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

**ARTICLE VII**

**COMMITTEES**

Section 1. **Standing Committees.** Standing committees of the Board shall include: Executive Committee, Nominating Committee, and Finance Committee. The Board shall have the power, by motion or resolution, to create or abolish such other committees as it deems appropriate. The duties of such other committees shall be as prescribed by the Board, and the members shall be appointed by the President, the Board, or the Executive Committee. The members of such other committees may be trustees or other individuals, as determined by the Board.

Section 2. **Executive Committee.**

*Membership:* The Executive Committee shall consist of the President, the Vice President, the Secretary, and the Treasurer. The Executive Director and the Music Director shall be non-voting members of the Executive Committee.

*Responsibilities:* The Executive Committee shall act on any matters concerning the administration of the Orchestra that arise between meetings of the Board, except that the Executive Committee shall not have the power to make changes in the Orchestra's operating and capital budgets without the approval of the Board. The Board authorizes the Executive Committee to make decisions on behalf of the Board relating to the routine operations of the Orchestra. That authority may be removed by the Board at any time and for any reason.

Section 3. **Nominating Committee.**

*Membership:* Each year the Board shall appoint two (2) individuals to serve as members of a Nominating Committee and the President shall appoint one (1) member of such committee. The Nominating Committee of three (3) individuals thus chosen shall all be members of the Board whose terms of office do not expire in that year.

*Responsibilities:* The Nominating Committee shall prepare a list of candidates to become members of the Board to succeed the trustees whose terms will expire. The list shall be presented at any meeting of the Trustees of the Orchestra. Candidates so presented shall be considered as nominees for election. The Nominating Committee shall also present a slate of candidates to serve as officers to the Board. Candidates for office so presented shall be considered as nominated. The Nominating Committee shall also try to plan for officer succession and orientation.

Section 4. **Finance Committee.**

*Membership:* The Finance Committee shall consist of the Treasurer, the Executive Director, and any additional members to be appointed by the President, subject to approval by the Board.
Responsibilities: The Finance Committee shall have oversight responsibility for the management of the fiscal affairs of the Orchestra, following procedures established by the Board, and will report to the Board on a regular basis as established by the Board.

Section 5. Other Committees. The Board has created the following other committees as of the date of adoption of these Bylaws: Volunteer Committee, Fund Development Committee, Program Committee, Education Committee, Crescendo Committee and Marketing Committee. The duties of the other committees are those to be prescribed by the Board with members from time to time appointed by the Board or the Executive Committee.

ARTICLE VIII
FINANCES

Section 1. Fiscal Year. The fiscal year of the Orchestra shall begin on the first day of July of each year and shall extend through the 30th day of June of the following year.

Section 2. Accounts and Records. The Orchestra's financial accounts and records shall be maintained in accordance either with Generally Accepted Accounting Principles or an Other Comprehensive Basis of Accounting. The Board may, at its discretion, have an audit performed of the Orchestra's financial records.

The Board shall require two signatures on all checks drawn on the Orchestra's funds. If the check is for less than $750 the Executive Director may be one of the two required signatures. Checks for an amount in excess of $750 require two signatures. These signatories may be any two of the following: the President, Vice-President, Secretary or Treasurer or other Board member, who is a voting member of the Board, as approved by the Board. Also, removal of any funds, other than by check, from Orchestra accounts, or the ability to establish or close such accounts, will require the Treasurer's signature plus either the Board's President's or Vice-President's signature.

Section 3. Financial Controls. The Board shall establish policies regarding the approval of budgeted operating and capital expenditures, as well as the hiring of personnel.

ARTICLE IX
INDEMNIFICATION

Section 1. Indemnification. The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any trustee or officer of the Corporation (and, to the extent provided in a resolution of the Board of Trustees or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a trustee, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys’ fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal
action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a trustee or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Trustees or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a trustee, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

ARTICLE X
CONFLICTS OF INTEREST

Section 1. Disclosure. The Corporation depends upon the trustees and staff who give of their time for the benefit of the community, and recognizes that because of the varied interests and involvements of its trustees and staff, service to the Corporation may at times result in situations involving real or apparent conflicts of interest. The Corporation's standard practice is that all trustees, staff and volunteers intentionally avoid any conflict of interest between the interests of the Corporation, on the one hand, and personal, professional and business interests, on the other hand. This includes avoiding actual conflicts of interest as well as perceived conflicts of interest.

It is understood that the purposes of these Bylaws are to protect the integrity of the Corporation’s grantmaking process and to enable grant applicants to have trust and confidence in the Corporation's integrity and the reputation of the trustees, staff and volunteers. The foregoing requirements do not prevent a trustee or staff member from briefly stating his or her position on the matter, nor from answering pertinent questions from others.

Any potential conflicts of interest by key personnel or Trustees shall be disclosed immediately upon recognition of same. These potential conflicts shall be disclosed in writing on an annual basis. The disclosure forms that be kept in a confidential file by the Executive Director.

Trustees will disclose any other personal or professional associations with grant applicants prior to assignment of proposals for review. If assigned to review the request for funding from that particular organization or conduct an interview with that particular organization, a disclosure will be made.

Section 2. Voting. In the course of deliberations or activities related to the Corporation’s grants review process, any interests in a transaction or decision prior to deliberation where any personal interests (including business, organizational or other non-profit affiliations), family and/or significant other, employer, employees or close associates would receive benefit or gain will be made. After disclosure, it is understood that the disclosing trustee may be asked to leave the room for discussion and may not be permitted to vote or use influence on the issue in question.

Section 3. Definition. A conflict of interest exists if any personal interests (including business, organizational or other non-profit affiliations), family and/or significant other, employer, employees or close associates has/have a material interest in or fiduciary or management responsibility for the applicant project/organization. Conflict of interest is further defined as involvement with an applicant project/organization in any capacity (on either a paid or volunteer
basis), including membership, in the governing, policy-making or advisory board or as staff consultant, client, or donor of $1,000 or more within the past 12 months.

ARTICLE XI
CONFIDENTIALITY

Information concerning grant applicants, including status of a grant proposal, Board of Trustees’ discussions and deliberations, and evaluation records is confidential. Matters that come before the Board of Trustees should be discussed only with other trustees or staff affiliated with the program.

ARTICLE XII
AMENDMENT

These Bylaws may be amended by a two-thirds (2/3) majority vote of the Board at any regular or special meeting at which a quorum is present. Notice of a Bylaw amendment will be sent to trustees or otherwise presented at a regular meeting of the Board at least thirty (30) days in advance of the meeting at which a vote on the amendment(s) will be taken. The amended Bylaws will become effective immediately following a vote in the affirmative.

ARTICLE XIII
DISSOLUTION

The Orchestra may be dissolved by the Board as further specified.

The Board shall adopt a resolution proposing dissolution of the Orchestra by the affirmative vote of a majority of all trustees.

1. The resolution must include a plan of dissolution that states to whom the assets owned or held by the Corporation will be distributed after creditors are paid.

2. The plan must be in compliance with statutes of Michigan and Federal regulations relating to Section 510(c)(3) of the Internal Revenue Code.

3. If the Board will have discretion in distributing assets, the plan must state that the assets will be distributed to persons the Board subsequently identifies.

4. The proposed dissolution must be submitted for approval at a meeting of Board. If the dissolution is approved by the Board, the dissolution must be started.

If the Orchestra dissolves, all assets and property remaining after all necessary expenses and obligations are paid shall be distributed in accordance with regulations of organizations under Section 501(c)(3) of the United States Internal Revenue Code.

The original Bylaws of The Great Lakes Orchestra, Incorporated, were officially approved by the Board on October 31, 2001 and thereafter amended in August 2005, on October 18, 2010, April 13, 2013, on August 25, 2014, on October 1, 2018, and August 25, 2020. The Bylaws are hereby fully amended and restated as of April 27, 2021.