

Alumni Harvard Bach Society Orchestra, Bylaws 2016

Formatting errors in pasting to Google Docs, corrected 2022

Bylaws

ARTICLE I: Name

The name of this organization shall be the Alumni of the Harvard Bach Society Orchestra (hereinafter referred to as the "Alumni Group").

ARTICLE II: Purpose

The Alumni of the Harvard Bach Society Orchestra is organized and shall be operated exclusively for educational and charitable purposes. Its purpose is to promote the growth of a vibrant alumni community and support the mission of Harvard's Bach Society Orchestra ("BachSoc"). The group will reconnect BachSoc's alumni with the Orchestra and with one another through regular social activities, an annual newsletter, and other appropriate means; provide financial, logistical, and advisory support to BachSoc as required in order to help the Orchestra increase its outreach and expand its mission; and create an active personal and professional network for BachSoc's alumni.

ARTICLE III: Membership Eligibility

Membership will be open and automatic for all graduating Orchestra members, including, but not limited to, musicians, composers, arrangers, music directors, conductors, managers, and other staff. Membership will be updated annually through submission of a list of graduating members to the Alumni Records Office. Membership will also be open, by request, to all interested alumni, faculty, and employees of Harvard University and their spouses, regardless of their race, ethnicity, gender, religion, sexual orientation, or physical disability. There will be no required dues payments.

ARTICLE IV: Governance

The Alumni Group shall be governed by a Board of Directors, which in turn will receive support from an Advisory Board.

Section 1. The Board of Directors

The Board of Directors (hereinafter referred to as the "Board") shall undertake and lead all activities to support the purpose of the Alumni Group, as stated in Article II. The Board shall consist of no more than 9 members. Members of the Board shall be permitted to serve up to

three three-year terms. No member of the Board shall be permitted to serve for more than three years consecutively without being reelected or for longer than a total of nine years. If a member of the Board wishes and is still eligible to continue serving on the Board upon the completion of one of his or her three year terms, the Board shall conduct a simple majority vote to determine his or her reelection for another term. This vote shall take place two to three months before the current term of the Board member in question has expired.

Section 2. Selection of the Board of Directors

A vacancy in the Board of Directors shall be deemed to exist whenever it has fewer than nine voting members. Should such a vacancy arise, the Board will send a notice to all members of the Alumni Group which includes instructions for applying to serve on the Board. Alumni Group members shall have at least two weeks from the date such notice is sent to submit an application. The application shall consist of a statement of interest, explanation of relevant experience, and supporting signatures from at least ten other members of the Alumni Group who are not currently on the Board of Directors.

If there are more applications than vacancies, the Board shall vote on the candidates by ranking the candidates and using a single transferable vote system to fill the vacancies. The Board Secretary shall oversee this voting process.

Upon the formation of the Alumni Group's permanent Board of Directors, members of the Founding Board will be permitted to apply by the same process described previously in this section. The first Board of Directors shall be selected by the General Managers of the Bach Society Orchestra through a process to be determined by them. In lieu of a Board Secretary, the current Production Manager of BachSoc shall oversee the voting process.

Section 3. The Chair of the Board of Directors

The Chair of the Board shall oversee and coordinate the activities of the Board of Directors including setting an agenda for meetings and liaising with the current BachSoc management. The position of Chair of the Board shall be rotated among members of the Board of Directors at least every two years in a manner agreed upon unanimously by the other Board members. Absent such a unanimous agreement, the position of Chair shall be rotated every two years in alphabetical order of the last names of the members of the Board, with the position of Chair rotating to the person whose last name is earliest alphabetically after the term of the person whose last name is latest alphabetically ends. No member of the Board is obligated to serve as Chair. Should the Chair of the Board be unable to attend a meeting or a vote, he or she may designate someone to carry out his or her responsibilities.

Section 4. Board Secretary

The Chair of the Board shall nominate a Board Secretary from among the members of the Board of Directors if one is currently not serving or if a vacancy in this position is expected to

arise. This nomination shall be approved by a two-thirds vote of the Board of Directors. The Chair of the Board may not simultaneously serve as Board Secretary. The Board Secretary shall be in charge of communicating with the full membership of the Alumni Group, organizing and overseeing all voting processes, and keeping notes of all Board of Directors meetings. Should the Board Secretary be unable to attend a meeting or a vote, he or she may designate someone to carry out his or her responsibilities.

Section 5. Board Treasurer

The Chair of the Board shall nominate a Board Treasurer from among the members of the Board of Directors if one is currently not serving or if a vacancy in this position is expected to arise. This nomination shall be approved by a two-thirds vote of the Board of Directors. The Chair of the Board may not simultaneously serve as Board Treasurer. The Treasurer shall be responsible for overseeing the finances of the Alumni Group including all federal, state, and local filings.

Section 6. BachSoc Student Representative

BachSoc shall have the right, in a process to be determined by its management, to appoint one of its current undergraduate members as a representative (hereinafter referred to as the "Student Representative") to the Board of Directors. Although the Student Representative shall have no right to vote on resolutions, amendments, the filling of Board vacancies, the re-election or removal of current Board members, or any other matters requiring a vote of the Board of Directors, nor shall he or she be permitted to serve as the Chair, Treasurer, or Secretary of the Board, he or she shall have all the other rights and responsibilities of a member of the Board, notwithstanding anything in these bylaws to the contrary.

Section 7. The Advisory Board

The Advisory Board shall support the activities of the Board of Directors by providing advice, financial assistance, publicity, and other appropriate forms of help.

Section 8. Selection of Advisory Board members

Members of the Advisory Board shall be appointed by a two-thirds vote by the Board of Directors. The Board of Directors may by a simple majority vote decide on a maximum number of members for the Advisory Board, although it is not required to do so.

Section 9. The Chair of the Advisory Board

The Advisory Board shall select a Chair to serve as the main point of contact with the Board of Directors and with BachSoc. The position of Chair of the Advisory Board shall be rotated among members of the Advisory Board in a manner agreed upon unanimously by the other Advisory

Board members. Absent such a unanimous agreement, the position of Chair will be rotated every two years in alphabetical order of the last names of the members of the Advisory Board, with the position of Chair rotating to the person whose last name is earliest alphabetically after the term of the person whose last name is latest alphabetically ends. No member of the Advisory Board is obligated to serve as Chair.

Section 10. Removal of Board of Directors and Advisory Board members

Any member of the Board of Directors or of the Advisory Board may be removed with or without cause by a three fourths vote of the Board of Directors. Notice shall be given to all members of the Alumni Group at least two weeks before such a vote.

ARTICLE V: Other Committees

The group shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the board.

ARTICLE VI: Meetings

Section 1. Time and Place

The Board of Directors shall meet in person, online, via telephone conference, or through any other agreed upon means of instant communication at least once a month.

Section 2. Quorum

The greater of at least two thirds of the members of the Board of Directors or three members of the Board of Directors must be present at a meeting to discuss any matters that require a vote.

Section 3. Notice

Notice of a meeting of the Board of Directors shall be given to current members of the Board of Directors and the current management of the Bach Society Orchestra at least two weeks in advance of the meeting.

Section 4. Bach Society Orchestra

The General Managers and the Music Director of the Bach Society Orchestra shall have the right to attend and participate in any meeting of the Group.

ARTICLE VII: Harvard Alumni Association (HAA)

Officers and committees of the Alumni of the Harvard Bach Society Orchestra shall cooperate with committees of the HAA in carrying out the purposes of the latter Association. The Alumni Group also agrees to abide by HAA Shared Interest Group (SIG) and trademark policy.

ARTICLE VIII: Funds of the Alumni Group

In the event of dissolution of the Alumni Group, all its funds and other property, if any, remaining after the payment of its liabilities, shall be paid over and transferred to the HAA or any successor organization, provided that the HAA, or such successor organization, has been determined to be (or to be an integral part of) an organization described in 501(c)(3) of the Internal Revenue Code. If the above requirement is not met, the assets of the Alumni Group shall be transferred to the President and Fellows of Harvard College, provided it is then exempt from federal income tax and organized and operated exclusively for charitable, scientific, literary, or educational purposes, as the Board of Directors may by vote determine.

No part of the net earnings of the Alumni Group shall inure to the benefit of any member, director, officer, or other private individual except that the group shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes stated in Article II.

No substantial part of the activities of the Alumni Group shall consist in carrying on propaganda, or otherwise attempting to influence legislation, and the group shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office. Nothing contained in this bylaws/constitution shall be read as authorizing or permitting the group to operate other than exclusively for charitable, scientific, literary, artistic, or educational purposes and no amendment of this bylaws/constitution shall authorize or permit the Alumni Group to be organized or operated other than exclusively for the stated purposes.

ARTICLE IX: Parliamentary Authority

Although the Alumni Group's first Board of Directors shall at its first meeting approve by a unanimous vote general rules of procedure for future meetings of the Board of Directors consistent with all other Articles of these Bylaws, the Board of Directors shall be governed by the rules contained in the current edition of *Robert's Rules of Order Newly Revised* in all cases in which they are applicable and do not conflict with these bylaws or any other rules of procedure adopted by the Board of Directors including those aforementioned.

ARTICLE X: Amendments

Section 1. Proposing an Amendment

Any member of the Board of Directors may propose that an article or section of these bylaws be amended, altered, or repealed. Such a proposal shall be submitted in writing to the Board Secretary.

Any member of the Alumni Group may propose that an article or section of these bylaws be amended, altered, or repealed with the supporting signatures of at least ten other members of the Group. Such a proposal shall be submitted in writing to the Board Secretary.

Section 2. Passing an Amendment

Articles and sections of these bylaws may be amended, altered, or repealed at any meeting of the Board of Directors by a two-thirds vote of either the Board of Directors or the full Alumni Group membership, provided that the Board Secretary has sent notice of the proposed amendment, alteration, or repeal at least fourteen days prior to such a meeting. Along with such a notice, and in the event that the full Alumni Group is to vote on the proposed change, the Board Secretary shall send a form by which members of the Alumni Group may easily vote on the proposed change.