

**BY-LAWS OF THE
OAK RIDGE CIVIC MUSIC ASSOCIATION, INC.**

Oak Ridge, Tennessee

Approved by a vote of the Members of the Oak Ridge Civic Music Association

May 23, 2000

Amended May 2003

Amended June 2005

Amended June 2010

PREAMBLE

The mission of the Oak Ridge Civic Music Association, Inc. (hereinafter referred to as ORCMA or the Association) is to provide quality music to the people of the Oak Ridge area; to provide opportunities for area residents to participate in the performance, presentation, and support of music; and to assist in the music education of people of all ages.

The Association's concert subscriptions, membership in its music and auxiliary organizations, and nomination to its Board of Directors are open to all interested citizens of the greater Oak Ridge area, without regard to race, creed, color, disability, or gender.

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ARTICLE 1. NAMES

The name of the organization shall be The Oak Ridge Civic Music Association, Inc., abbreviated as ORCMA and hereinafter referred to as ORCMA or the Association. The organization shall be incorporated as a nonprofit [501(c)(3)] entity under the laws of the State of Tennessee. The governing body of the Association is called the Board of Directors, hereinafter referred to as the Board.

ARTICLE 2. MEMBERSHIP

2.1 THE ORCMA FISCAL YEAR

The ORCMA Fiscal Year (hereinafter referred to as “fiscal year”) begins on July 1 and ends on June 30 of the following year. All subscriptions/memberships shall be annual, and the membership year shall coincide with the fiscal year.

2.2 VOTING MEMBERS

The members described in this Section shall have full voting privileges in the Association.

2.2.1 Regular Members

Anyone who purchases an adult season ticket to one or more of the regularly scheduled concert series of ORCMA thereby becomes a regular member during the membership year in which that (or those) concert series is (or are) performed.

2.2.2 Patrons

Anyone who contributes \$100 or more becomes a Patron for the membership year in which the contribution is made.

2.2.3 Performing Members

Music directors and members in good standing of any of ORCMA’s music organizations shall be performing members of the Association. Each music organization shall define by its own rules and guidelines who its members are, and shall provide to the ORCMA Board President a current list of its members within 120 days from the beginning of the fiscal year.

2.2.4 Honorary Life Members

Honorary Life Membership may be awarded by vote of the Board in recognition of outstanding service to the Association. It is intended that this category of membership be extremely limited in number. Honorary Life Members may receive complimentary tickets at the discretion of the Board.

2.3 NON-VOTING MEMBERS

The types of members described in this section do not have voting privileges in ORCMA.

2.3.1 Student Members

Any bona fide full-time undergraduate college student may become a Student Member by purchasing a season student ticket to one or more of the regularly scheduled ORCMA concert series.

2.3.2 Associate Members

Members of any auxiliary organization (as defined in Article 7 of these By-Laws) shall be Associate Members of the Association.

ARTICLE 3. OFFICERS OF THE ASSOCIATION

3.1 OFFICERS AND METHOD OF SELECTION

The officers of the Association shall be the President, Vice President, Treasurer, and Secretary. Only elected members of the ORCMA Board whose terms as ORCMA officers will be served during and concurrently with their terms as Board members are eligible to hold office.

Candidates for office shall be nominated by a committee appointed by the President.

Following the election of new members to the ORCMA Board at the annual meeting, the new Board will hold a meeting to elect officers. Election shall be by a majority vote of a quorum (defined in Section 4.4.1) of the new Board. The outgoing President shall preside over the election of the new officers. The new officers shall assume the responsibilities of their office immediately following the election.

The term of office for ORCMA officers shall be for approximately one year from the meeting at which they are elected until the meeting at which their successors are elected in the following fiscal year.

If any ORCMA officer is unable to complete his/her elected term, the Board shall elect a replacement from the current Board membership to fulfill the remaining term of the vacated office. The election shall be in a manner consistent with this article, with the current President presiding.

3.2 DUTIES OF THE PRESIDENT

- (1) The President shall be the chief executive officer of the Association with immediate management responsibilities for the music director(s), executive director, and other paid employees of ORCMA.
- (2) The President shall, with the Treasurer, sign all contracts obligating the Association. The President may authorize others to sign contracts up to \$500 for specified purposes, within budget authorization.
- (3) The President shall preside at all meetings of the Association, of the Board, and of the Executive Committee of the Board, which includes the President, Vice President, Treasurer, and Secretary.
- (4) The President shall have the authority to sign all checks or other instruments of fiscal disbursements in the absence of the Treasurer. Absence is construed as meaning inability, for any reason whatsoever, to perform the routine responsibilities of office at the time when needed.
- (5) The President shall negotiate the contracts with the Music Director(s) of the music organizations, the Executive Director, and any other paid staff that ORCMA may engage. Such contracts must be approved by a majority vote of a quorum of the Board. No proxies will be allowed in the vote. During the first negotiating session, the President shall notify the current or prospective Music Director(s) of the music organizations of the following issues, stating that the:
 - a. The Board must approve any resulting contract;
 - b. The contract returned by the Board might differ from the one that the parties negotiated.
 - c. Negotiations shall continue until the process yields a contract acceptable to the music director(s) and the Board. If a contract is not signed by July 1, then negotiations shall be terminated.

- (6) The President may call special Board, Executive Committee, or ORCMA general membership meetings.
- (7) The President shall appoint the chairs of all committees, except in cases where these By-Laws specify otherwise, and perform such other duties specified in other sections or articles of these By-Laws.
- (8) The President shall be an ex officio member of all committees.
- (9) The President shall appoint a replacement to fill any vacancy occurring on the Board, with such appointment being subject to approval by the Board in accordance with Article 4, Section 4.4.1. The appointed replacement must be a voting member of ORCMA as defined in Article 2, Section 2.2, or become so prior to taking office. The President may, at his or her discretion, defer the replacement of a Board member until the replacement may be elected in a regularly scheduled election.
- (10) The President shall appoint a committee to nominate candidates for election to the Board.
- (11) The President shall appoint, from the ORCMA membership, representatives to the Board of Directors of the Oak Ridge Arts Council.
- (12) The President shall submit a summary report to the Board at the end of his/her term of office. The report shall contain a summary of the financial condition of ORCMA and sections addressing problems and making recommendations. Topics shall include Performances (with subsections addressing the Oak Ridge Symphony Orchestra, the Oak Ridge Chorus, Music Direction, and the Chamber Series); Membership; Fundraising; Music Education and Community Outreach; and other topics at the President's discretion

3.4 DUTIES OF THE VICE PRESIDENT

The Vice President shall assume the duties of the President in the President's absence and shall assist the President when necessary. The President may assign to the Vice President such special duties, as he/she deems appropriate, such as chairing one or more of the Board committees.

3.5 DUTIES OF THE SECRETARY

- (1) The Secretary shall keep minutes for all meetings of the Association and of the Board.
- (2) The Secretary shall record in the minutes of the regular monthly Board meeting preceding the Annual Meeting, as required by the Charter of Incorporation, the date when the election of officers and new Board members is scheduled.
- (7) The Executive Director shall make available current copies of the By-Laws to any ORCMA Members requesting them.

3.6 DUTIES OF THE TREASURER

- (1) The Treasurer shall collect and disburse all funds of the Association as directed by the Board, and keep records thereof. He/she shall devise and implement, with the concurrence of the Board, procedures for handling funds and negotiable instruments to ensure that major receipts and disbursements are independently witnessed and verified.

- (2) The Treasurer shall submit monthly financial reports at Board meetings and an annual report at the end of the fiscal year [as defined in Article 2, Section 2.1]. The monthly reports shall indicate the year-to-date allocation of expenses and income in an applicable format. Annual reports at the end of the fiscal years should show a balance sheet or equivalent statement setting forth the net worth of the Association.
- (3) The Treasurer shall submit to the Board of Directors an audit made by a Certified Public Accountant after the end of each fiscal year or at the time(s) designated by the Board when such expenditure is authorized by the Board (see Article 5, Section 5.3).
- (4) The Treasurer shall, with the President, sign all contracts authorized by the Board.
- (5) The Treasurer shall be an *ex officio* voting member of the Finance and Fundraising Committee.
- (6) The Treasurer shall be bonded in an amount determined by the Board and at the expense of the Association.
- (7) The Treasurer shall serve as a member of the Finance and Fundraising Committee

ARTICLE 4: THE BOARD OF DIRECTORS

4.1 VOTING MEMBERSHIP

The Board of Directors shall consist of the following voting members:

- (1) Eighteen elected members, six of whom are elected annually for three-year terms by the voting members of the Association as defined in Article 2, Section 2.2, by secret ballot, one ballot per member.
- (2) The immediate Past President.
- (3) The Presidents of each music and auxiliary organization plus one representative from each organization to be selected by that organization.

The Music Director(s) of the music organizations shall be advisory members only, without a vote.

There can be an unspecified number of Advisory Board Members who serve without a vote. These are volunteers whose service is approved by the Chairperson of the Advisory Board.

4.2 ELECTION OF BOARD MEMBERS

The Nominating and Strategic Planning Committee (this Article, Section 4.5.3) shall choose nominees for membership on the Board.

All persons elected to the Board under Article 5, Section 5.1 must be (or become upon election) regular members of ORCMA as defined in Article 2, Section 2.2.

4.3 BOARD SERVICE

A member of the Board who has failed to attend three or more consecutive Board meetings may be replaced at the recommendation of the President and with the approval of the Board.

Members of the Board of Directors may volunteer for continuation on the Board for up to two additional three-year terms for a total contiguous period of service not to exceed nine years.

4.4 DUTIES

- (1) The Board controls all matters relating to the management of the Association and gives consideration to the wishes of the membership in matters of general policy.
- (2) The Board approves the budget of the Association. The target date for the approval of the budget for the succeeding ORCMA fiscal year shall be the month of February of the current ORCMA fiscal year.
- (3) The Board employs the Music Director for each music organization, the Executive Director, and other paid employees of ORCMA.
- (4) The President shall appoint a search committee for the specific purpose of selecting suitable candidates for the position(s) of Music Directors for referral to the ORCMA Board's review and final selection. The ORCMA Board shall establish the budget for the search and monitor the selection process.
 - a. This search committee shall consist of three members from the ORCMA music organization(s) whose director is under consideration, one of whom shall be the President of that organization; two unaffiliated members from the voting membership of ORCMA, not necessarily ORCMA Board members; a representative from the other music organization, and a representative from the auxiliary organizations (defined below).
 - b. The search committee, in the performance of its function, shall consult with the governing board(s) of the music organization(s), the directorship of which is under consideration, and may use other advisory resources as considered necessary.
- (5) The Board shall approve the contracts for the Music Director(s) of ORCMA music organization(s) and monitor the performance of the Music Director(s) in fulfillment of their contractual obligations and these By-Laws.
- (6) The Board shall be responsible in matters involving termination and bonuses.
- (7) The Board shall establish the performance criteria for the Music Director(s) of music organizations and annually evaluate the performance of the Music Director(s).
 - a. To this end, the ORCMA President shall appoint an *ad hoc* Personnel Committee to review the performance of Music Directors during the past contract year, to poll the members of the ORCMA Music Organization whose Music Director is being evaluated, and to consider other matters that might affect an evaluation. This Committee shall consist of:
 - i. The President of the ORCMA music organization whose Music Director is being evaluated.
 - ii. One board member from the other ORCMA music organization.
 - iii. Two members of ORCMA who are not necessarily members of the ORCMA Board and who shall not be members of any ORCMA music organization, and a representative from each of the auxiliary organizations.

- b. The *ad hoc* Personnel Committee shall prepare a report to the Board, recommending an evaluation rating for each performance criterion, providing a narrative for each criterion, and presenting other matters that it considers appropriate for a fair performance evaluation.
- (8) The Board shall meet in private session to consider the evaluation of ORCMA Music Director(s).
- a. No Music Director shall be present at any Board proceeding that considers any matter relating to his/her job performance or to the job performance of another Music Director.
 - b. The Board shall consider the *ad hoc* Personnel Committee's report and other matters that it considers necessary for a fair evaluation of the Music Director. The Board shall prepare an evaluation for each performance criterion and any other matter that the ORCMA Board considers necessary for a fair and complete evaluation of the Music Director.
 - c. The Board shall prepare an evaluation report which the President presents to the Music Director. The report shall become a permanent record in the Music Director's personnel file.
 - d. The Music Director may offer comments regarding his/her evaluation. These comments shall become a part of the evaluation record and a permanent record in the Music Director's personnel file.
- (9) The Board approves or disapproves appointments by the President to fill vacancies on the Board; approved appointees take office immediately.
- (10) The Board, on an annual basis, shall set the dollar thresholds for the various categories of patronships established by the Board, and shall ratify or change individual box office ticket and subscription prices as well as refund policy.
- (11) The Board meets each month, unless the Board cancels a specific meeting. The Board may not cancel more than two meetings in any Fiscal year without a meeting of the general membership for the express purpose of waiving the rules.

4.4.1 BOARD OF DIRECTORS MEETINGS

All meetings of the Board shall be open to the general ORCMA membership, with the exception of meetings that consider the discipline or evaluation of employees. Members of the public and the ORCMA general membership may request permission from the presiding officer to address the Board.

A majority of the voting members of the Board, when present, shall constitute a quorum, and a majority vote of the quorum shall be sufficient to adopt any measure with the following exceptions:

- (1) Disassociation, Article 8, shall govern motions to disassociate a music organization.
- (2) These By-Laws shall govern the disposition of motions and other actions specifically defined in these By-Laws.

Robert's Rules of Order shall determine the disposition of motions to reconsider, or rescind, as well as other motions that are not ordinary motions. (Robert's Rules of Order defines the term "ordinary motions.")

4.5 COMMITTEES

The ORCMA President shall appoint the chairpersons of committees, except as stated otherwise in these By-Laws. The chairpersons of committees must be members of the ORCMA Board. Members of committees shall be members of good standing in ORCMA.

The ORCMA President may remove the chairperson of any committee.

Chairpersons may organize subcommittees and appoint vice chairpersons, subcommittee chairpersons and other members, as they deem appropriate. Except as otherwise specified, such appointees need not be members of the Board. The terms of the standing committees shall be coincident with the fiscal year.

The following may be considered standing committees of ORCMA:

4.5.1 Executive Committee

The committee exists for the purpose of developing policies for approval by the Board, managing the affairs of ORCMA between regular monthly Board meetings, and developing and recommending to the Board for its approval such actions as it may deem to be in ORCMA's best interest. The President of ORCMA shall be the Executive Committee Chairperson. The committee shall include: the President-elect, the Vice-President, the immediate Past President, the Treasurer, the Secretary, the Chairperson of the Finance Committee, the President of the ORCMA Guild and the Presidents of the music organizations.

4.5.2 Finance and Fundraising Committee

The committee shall oversee long-range financial planning, perform budget development and analysis, and periodically monitor the ongoing financial status of ORCMA. The committee shall solicit major funding from within the business community. The committee shall identify grant opportunities, procure necessary information, and submit formal grant proposals. The President of ORCMA shall appoint a member of the ORCMA Board to chair this committee. as the Treasurer and committee chairperson should select a minimum of two and a maximum of four additional members; the majority of the committee shall be members of the Board. The Treasurer shall be a member.

4.5.3 Nominating and Strategic Planning Committee

This committee shall ensure ongoing Association development linked to the mission and vision of the organization. It shall strategically recruit and nominate prospective members for the Board and produce a slate of nominees for ORCMA new members, to develop leadership, provide oversight, become actively engaged on committees, support staff and ensure alignment of programs with mission and with needs of constituents. The committee chair shall be appointed by the President and approved by the Board at least four (4) months prior to the annual meeting of the Association. Membership shall include a member from each music and auxiliary organization to be selected by the organizations. The chairperson shall select an additional ORCMA member.

4.5.4 Other Committees

The Board shall organize other committees as the Board or ORCMA President deems necessary to conduct business of the Association. Such committees may serve for a limited specified period to accomplish a specified task or may be continuing committees.

4.6 PROXY RULES

A Board member who will be absent from a Board meeting may delegate to another Board member the authority to exercise his/her discretion to vote on one or more matters before the ORCMA Board by providing a general or specific written proxy. Proxies are allowed except as restricted in these By-Laws. A proxy holder, to exercise the proxy, must present the proxy to the ORCMA Secretary prior to the meeting during which the proxy is effective. The Secretary announces the proxy to the Board and records the proxy in the minutes of the meeting. Proxies may not be used to satisfy a quorum. Proxies shall be effective for one Board Meeting only. No Board member may exercise more than one proxy at a time.

4.7 EMPLOYED STAFF

The Board may, at its discretion, create such paid positions as it may deem desirable, and engage persons to fill these positions on either a part-time or full-time basis. Whenever any paid staff position is created, the Board shall cause to be prepared, and shall adopt, a written job description that sets forth the duties, responsibilities, and functions of that paid staff position. Paid staff persons shall report to the ORCMA President. ORCMA is an Equal Opportunity Employer.

4.7.1 Executive Director

The duties of the Executive Director shall be presented in a job description negotiated between the new employee and the Executive Committee. The By-Laws require the Executive Director (or Board Secretary) to carry out several duties:

- (1) The ORCMA Executive Director shall notify each ORCMA member of the date, time, and place of the annual general membership meeting at least two weeks prior to the meeting.
- (2) The Executive Director shall prepare a calendar for the fiscal year, identifying key dates requiring Board action.
- (3) The Executive Director shall prepare correspondence pertaining to the Association as requested by the President.
- (4) The Executive Director shall be responsible for assuring that members of the Board are notified of meeting schedules.
- (5) The Executive Director shall maintain and distribute current copies of the By-Laws to each Board member.
- (6) Each music organization shall submit to the Executive Director of ORCMA an up-to-date copy of its by-laws, rules and policies, and shall notify the Executive Director promptly of all changes made thereto.

ARTICLE 5. SPECIAL MATTERS

5.1 ANNUAL MEMBERSHIP MEETING

The Annual Membership Meeting shall take place during the last quarter of the fiscal year.

At a minimum, ORCMA officers and standing committee chairs shall present reports regarding their areas of responsibility. The Nominating and Strategic Planning Committee Chair's report shall be the official announcement of nominees during the election of new members to the Board of Directors.

For voting purposes, those members in good standing of the Association present at the annual meeting shall constitute a quorum.

5.2 AMENDMENTS TO THE BY-LAWS

5.2.1 Proposal

Proposed amendments to the By-Laws may originate by:

- (1) Simple majority approval by the Board of proposals provided by a special committee of the Board.
- (2) A proposal to the Board by any member(s) of ORCMA, at least 60 days prior to the Annual Meeting, for distribution by the Board to the membership at least 30 days prior to the meeting.

5.2.2 Ratification

Ratification of the By-Laws of the Association requires a vote by the general membership as follows:

- (1) A vote to ratify or amend these By-Laws shall require 30 days prior written notice to the ORCMA general membership eligible to vote, and shall require a three-fourths majority vote of the general membership present at the annual meeting.
- (2) A vote to ratify or to amend these By-Laws may be held during the Annual ORCMA General Membership Meeting or during any other meeting of the ORCMA general membership following appropriate notice in compliance with Article 5.2.1. By-law changes shall be voted on in Articles.

5.3 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order shall govern the Association and all its committees in all cases to which they are applicable except when they are inconsistent with these By-Laws or the special rules of order of the Association.

5.4 CHARTER OF INCORPORATION

The Association was legally incorporated as a non-profit organization in the State of Tennessee October 24, 1960, in Corporations Record Book Volume 0-23, page 1004. Any donations to the Association, excluding the purchase of tickets, are officially recognized by the United States Department of Internal Revenue as tax deductible donations.

5.5 PROPERTY

All property purchased with Association funds or given to the Association, including computers, office equipment, music, instruments, and all other materials or property items, shall belong to and be the property of the Association. The music organizations may acquire, hold, and control property such as music instruments, and manage their maintenance, storage, and use. However, any and all such assets are legally the sole property of ORCMA.

The music organizations shall prepare and provide to the Board, in the first month of each fiscal year, an inventory of any ORCMA property that is under their care and responsibility, other than music. The inventory shall include the location and condition of each property and any changes in its status since the previous report.

5.6 MUSIC DIRECTOR(S)

The Music Director of each music organization is an employee of ORCMA, under the supervision of the President and under the general oversight of the Board.

Each Music Director shall:

- (1) Appoint special positions as he/she deems appropriate, such as a concertmaster, librarian, personnel managers, and an accompanist (appointed by the Chorus Director). Any remuneration agreements for these special positions shall be pre-approved by the President.
- (2) After consultation with the Programming Committee, have final authority on the contents of music programs but control production costs so as to remain within the budget approved by the Board.
- (3) Act as the final music authority on acceptance or rejection of performing members of his/her organization. Each Music Director will accept the established membership of the other organization in joint concert performances and shall follow standard personnel policies. If any member of a music organization is not available to rehearse and perform a particular concert, then the Music Director conducting that concert shall have the authority to appoint his/her replacement.
- (4) Prepare the rehearsal schedule with the advice of the governing board of his/her music organization and obtain approval from the Board of proposed concert schedules.
- (5) Present, upon completion of the estimated budget income and expenditures for the coming year by the Finance Committee, and with subsequent approval of the Board budget for the coming year, programs of budget expenditures for soloists, professional assistants, music rental or purchases and other expenses, within such monetary limitations fixed by the Board.
- (6) Within the budgetary constraints established by the Board, select and contact guest artists, negotiate fees and other expense items, and submit the particulars to the ORCMA Treasurer for the preparation of contracts.

ARTICLE 6. MUSIC ORGANIZATIONS

6.1 AFFILIATION

The Association may accept, as a music organization, any organization of performers whose purpose is to support music by being of service to the Association. Such groups may join ORCMA with the approval of two-thirds of a quorum of the Board and a two-thirds majority vote of the ORCMA general membership present at either a specially called meeting or the Annual Membership Meeting.

6.2 RELATIONSHIP TO ORCMA

The current music organizations within ORCMA are the Oak Ridge Symphony Orchestra (ORSO) and the Oak Ridge Chorus. The Oak Ridge Youth Symphony Orchestra (ORYSO) and Isotone (music and physics) concert series have been under the ORCMA umbrella since 2009. ORCMA music organizations are subordinate to ORCMA. The by-laws of each music organization must be consistent with these By-Laws. The daily operations of the music organizations shall be within the policies and budgets established by ORCMA and within the functional policies and direction of the charters and the Boards of Directors of each music organization.

Each music organization shall adopt such rules and policies as it determines to be necessary for carrying out its functions and regulate its internal affairs.

6.2.1 Precedence

These ORCMA By-Laws adopted by the membership and other governing rules adopted by the Board shall have precedence over the governing rules of ORCMA music organizations.

6.2.2 Severability

Any portion of a music organizations' governing rules that are inconsistent with comparable ORCMA policies shall be invalid without invalidating the conforming portions. The board of the music organization shall meet upon notification of incompatibilities by the Board to bring the inconsistent elements of governing rules into conformance with ORCMA governing rules.

6.3 BOARD REPRESENTATION

Each music organization shall choose a president, who shall represent the music organization to the Board.

6.4 PAID PERFORMANCES

No music organization affiliated with ORCMA shall give performances with paid admissions without the prior consent of the Board.

ARTICLE 7. AUXILIARY ORGANIZATIONS

7.1 AFFILIATION

The Association may accept, as an auxiliary organization, any organization whose purpose is to support music by being of service to the Oak Ridge Civic Music Association. To accept such an Auxiliary Organization, the Board must approve affiliation by the two-thirds (2/3) affirmative vote. This vote must then be submitted to the membership at either a specially called meeting or the Annual Meeting and must be accepted by a 2/3 majority vote.

7.2 RELATIONSHIP TO ORCMA

As of May, 1999, the ORCMA Guild is the only auxiliary organization of ORCMA. Others may be added.

As organizationally structured, the ORCMA Guild is legally part of ORCMA. It is, however, understood that the Guild is an independent auxiliary organization within ORCMA, with its own by-laws, procedures, programs, and goals. The Guild's purpose is to provide service to ORCMA, enhance music education, and foster the enjoyment of music in Oak Ridge and the region.

7.3 BOARD REPRESENTATION

The President of an accepted auxiliary organization shall serve as a voting member of the ORCMA Board.

ARTICLE 8. DISASSOCIATION

8.1 DISASSOCIATION BY ORCMA

ORCMA may, at its discretion, disassociate from any Mmusic or auxiliary organization that is a part of ORCMA. Such a disassociation shall require a two-thirds vote of the Board, and such a vote may be taken only after the membership of ORCMA has been advised in writing by the Secretary of the Association at least 60 days prior to the vote, that such a disassociation vote will be taken. This vote must then be submitted to the membership at either a specially called meeting or the Annual Membership Meeting and must be accepted by a two-thirds majority vote of those present. The music organization or auxiliary Oorganization shall also be given written notice of intent at least 60 days prior to the scheduled vote that such a disassociation vote has been taken, and shall be given a fair opportunity to appeal to the ORCMA Board. The final action by the ORCMA membership shall be taken only after a prior affirmative vote by two-thirds majority of the votes cast or a simple majority of the voting membership (whatever is less) of the organization considered for disassociation.

8.2 DISASSOCIATION FROM ORCMA BY A MUSIC OR AUXILIARY ORGANIZATION

A music or auxiliary organization may disassociate from ORCMA by a vote of the members of its organization, in accordance with the by-Laws of its organization. A written notice of a vote of disassociation must be given to ORCMA. The request for disassociation will be honored by ORCMA 60 days after submission of the disassociation request is made by the member organization. During this time, ORCMA and the member organization must negotiate in good faith to settle all outstanding issues. Should the request for disassociation remain as a pending matter more than 60 days after notification of ORCMA, the member organization shall be considered separated from ORCMA. Any financial obligations assumed by ORCMA in support of that music or auxiliary organization shall devolve upon the disassociating organization as of the date of disassociation.

8.3 DISPOSITION OF PROPERTY AFTER DISASSOCIATION

In the event that either ORCMA or one or more of its component organizations undertakes to terminate its existence, and that a successor organization to a music or auxiliary organization is formed, the disposition of ORCMA property then held, or controlled by, the former music or auxiliary Organization shall be arranged by good-faith negotiation between the ORCMA Board and the successor organization to the music or auxiliary organization. If no legal successor organization is formed within 180 days of the disassociation, all property held by the music or auxiliary organization shall remain the property of ORCMA and may be disposed of in any manner seen fit by majority vote of the Board.