

Cache Symphony Orchestra Bylaws

I. Board of Directors

1. Purpose. The purpose of the Cache Symphony Orchestra Board of Directors (called the "Board") is to govern the affairs of the Cache Symphony Orchestra (called "CSO" below.)
2. Number. The Board shall consist of no fewer than four (4) and not more than fifteen (15) members (called "Directors"). This number may be changed from time to time by resolution of the Board.
3. Manner of Selection. Any Director may nominate individuals to serve as Directors. New Directors shall be elected by a majority vote of the Board. Directors need not be CSO Members.
4. Term. The Director term of service shall be three (3) years. All Directors so nominated and elected by the Board shall serve until the expiration of their respective terms. Directors may be elected to up to three (3) successive terms. If a director completes a term of service and is not elected to an additional term, that individual is not eligible for nomination to the board until one year past the end of the individual's most recent term. A Director may resign from the Board by submitting a letter of resignation to the Board Chair.
5. Compensation. All Directors shall serve without compensation.
6. Expenses. The Board will approve reimbursement for CSO expenses incurred by Directors or Members.

II. Officers

1. Officers. Officers of the Board shall consist of a Chair, Vice-Chair, Past-Chair, Secretary, and Treasurer.
2. Manner of Selection. Officers shall be nominated and elected by the Board at its Annual Meeting (see Sec. III).
3. Terms. The term of service for Chair, Vice-Chair, and Past-Chair shall be three (3) years beginning immediately following the Annual Meeting. A vacancy in any of these offices may be filled by the Board for the balance of the vacant term. At the end of the three-year term of service of the Chair, or if the position becomes vacant for other reasons, the Vice-Chair shall become Chair and the Chair shall become the Past-Chair. If the Vice-Chair is unable or unwilling to do so, then the Board shall nominate and elect a new Chair. The term of service of the Secretary and the Treasurer shall also be three (3) years. Their terms of service may be renewed without limit at the pleasure of the board.
4. Financial Oversight. The Chair, Vice-Chair, and Past-Chair shall oversee the financial activities of CSO to ensure that financial practices are in accordance with established accounting principles and practices.
5. Removal of Officers. Officers may be removed from office by a two-thirds vote of the Board.

III. Meetings

1. Meetings of the Board shall be held at least annually, and otherwise as needed.
2. At these meetings, volunteer assignments such as personnel manager, USU Liaison, librarian, recruiters, concerto competition organizers, marketing specialists, and concert program writers are discussed and approved. These assignments may be given to Directors or to other individuals. These individuals serve at the pleasure of the board, and have no term limits.
3. Other meetings may be held at any time when called for by the Chair, or by a majority of Board members.
4. The Annual Meeting will normally be held in May. At this meeting, officers will be elected, if needed (Sec. II), and a financial report and annual budget will be presented by the treasurer for Board approval.

IV. Voting

1. A majority of Directors constitutes a quorum. In absence of a quorum, no formal action shall be taken.
2. Passage of a motion requires a simple majority (greater than 50% of those in attendance.)
3. Presence by telephone or video conference shall be considered attendance in establishing a quorum and voting.
4. When matters of the Board need action between regular meetings, motions may be submitted by the Chair to the entire Board by email or telephone for consideration and vote. Such motions require a majority of the entire Board for approval.

V. Artistic Director and Other Conductors

1. The Board partners with the USU Music Department Head to select and appoint the CSO Artistic Director and any associate, assistant, and guest conductors. The Artistic Director shall be a faculty member in the USU Music Department, either part time or full time. The Board shall appoint the Artistic Director or an associate, assistant, or guest conductor to conduct each concert. The appointed conductor shall propose a concert program for Board approval, shall conduct the rehearsals and the concert, and may request conducting assistance from the Board as needed. The Artistic Director and any associate, assistant, and guest conductors may be compensated for their service and may be invited to attend Board meetings, but do not serve as members of the Board. The Artistic Director and any associate, assistant, and guest conductors may not vote in meetings, and their presence at a meeting does not contribute to the number needed for a quorum.
2. The USU Music Department Head shall appoint the Artistic Director or an associate, assistant, or guest conductor to serve as the Instructor of the USU course that allows USU students to receive credit for CSO participation (MUSC 3530). This Instructor shall

be responsible to assist with auditions, track attendance, and issue grades to these students.

VI. Contracts

1. CSO contracts and other instruments shall be signed, unless otherwise required by law, by the Chair. In the case of the Chair being unavailable, they may appoint the Vice Chair to sign in their place.

VII. Gifts and Contributions

1. Solicitations. Contributions and gifts shall be solicited by representatives of the organization solely for the purposes of promoting, sponsoring, and carrying out the purposes of CSO.
2. Deposit and Use of Contributions. Unless otherwise provided by the donor, all contributions received by the organization shall be deposited and held by the Treasurer and may be used and disbursed by the Board to promote, sponsor and carry out educational, humanitarian, scientific, charitable and related activities and objectives of CSO.
3. Restricted Gifts. The limitations and restrictions upon any grant, gift, donation, bequest or devise shall be observed strictly except and unless it shall be determined by the Board that changed conditions or other reasons shall have rendered the limitations or restrictions to be unnecessary or impracticable, or that the purposes of the gift, donation, bequest or devise have been fulfilled or become impossible to fulfill. In such events, said funds shall be administered for such other purpose of the organization as will best carry out the intentions of the donor or testator and as may be sanctioned by law.
4. Operating Expenses. The operating expenses of the organization shall be defrayed by funds contributed directly to the organization.

VIII. Financial Authorities and Budgets

1. Financial Authorities. The Chair is authorized to commit funds for budgeted activities or expenses. For unforeseen unbudgeted needs that arise throughout the course of the year, the Chair and Vice-Chair, when in mutual agreement and in consultation with the Treasurer, have the authority to expend up to \$500. The Chair will advise the Board of such actions at the next regular meeting. Unforeseen unbudgeted expenses exceeding \$500 require Board approval.
2. Signatures. All checks issued by the organization shall have two authorized signatures. Authorized signatories are the Chair, Vice-Chair, Secretary, and Treasurer.

IX. Dues and Finances

1. Dues. Member dues shall be received for each concert period, in an amount determined by the Board. USU students enrolled for credit will not be required to pay dues.

2. Dues payment. Dues shall be due and payable within 30 days after the first rehearsal of each concert period.
3. Delinquent Dues. Those who do not pay may be asked to leave the orchestra.
4. Income. The organization receives income from the Alan and Alice Stokes quasi-endowment (managed by the USU Music Department), USU student activity fees, member dues, patron and community donations, grants, and ticket sales.

X. Independent Audit and Fiscal Year

As needed, the Board may request an independent audit or audit review of all organization assets and accounts to be made. The fiscal year of the organization shall be July 1 to June 30.

XI. Engagement of Professional Assistants

The Officers may engage such attorneys, advisors, accountants and other professionals on a volunteer or paid basis to assist CSO in its business and its compliance with the law.

XII. Termination

1. Dissolution. With approval of the Board, CSO may be dissolved and cease to exist.
2. Liquidation. Upon a decision to dissolve CSO all assets shall be liquidated and all debts shall be legally satisfied under the direction of the Board.
3. Asset Transfer. The net assets of CSO and the important records shall be transferred, after consultation with the USU Music Department Head, to any or all of the following organizations, as the Board may designate:
 - a. The USU Music Department,
 - b. Another organization which is qualified and has purposes similar to CSO,
 - c. A national society or organization, or
 - d. A licensed fiduciary within the State of Utah, such as a bank or trust company, to be held in trust pending a future redistribution to another organization which has purposes similar to CSO.
4. No Private Benefit. In no event shall any of the assets be distributed to, or inure to the benefit of, any private member or individual.

XIII. Amendment

These Bylaws may be amended by a two-thirds vote of Board members present at any regular meeting, provided a quorum is present and a copy of the proposed amendment(s) is provided to each Board member at least three days prior to said meeting.

Adopted by the Board on August 20, 2014.

Amended by the Board on November 1, 2023.

Amended by the Board on December 10, 2023.

Boyd F. Edwards

Boyd F. Edwards, CSO Board Chair

Michelle Olaveson

Michelle Olaveson, CSO Board Secretary