

BYLAWS OF CHAMBER MUSIC TULSA, INC.

Revised and Restated June 25, 2019

Article I: Name and Location

1. The name of the corporation is Chamber Music Tulsa, Inc., herein referred to as CMT.
2. The principal office of CMT shall be located in the city of Tulsa, county of Tulsa, state of Oklahoma, or such other place as the Board of Directors may from time to time determine.

Article II: Fiscal Year

The fiscal year of CMT shall begin on the first day of July of each year and end on the thirtieth day of June of the following year.

Article III: Governance

The persons entitled to vote in the governance of CMT shall be its directors, and CMT shall be governed exclusively by its Board of Directors.

Article IV: Board of Directors

1. The Board of Directors shall determine the policies of CMT and elect officers to conduct the affairs of CMT.
2. The Board of Directors shall consist of Elected Directors, the Past President, Appointed Directors, and officers for the term of their office. All categories of directors shall have the full benefits, duties and responsibilities of board membership.
3. The number of directors of CMT shall be not less than twelve (12) and not more than thirty-four (34), as determined from time to time by the Board of Directors.
4. Elected Directors.
 - i. The number of Elected Directors of CMT shall be not less than twelve (12) and not more than twenty-seven (27), as determined from time to time by the Board of Directors.
 - ii. The term of office for an Elected Director shall begin as of the fiscal year of CMT following the annual meeting of the board at which that director is elected and shall conclude at the end of the third fiscal year following such meeting. The terms of the Elected Directors shall be staggered into three (3), overlapping, three-year terms so that approximately one-third (1/3) of the Elected Directors are elected or reelected in each fiscal year. Elected Directors may be elected to a maximum of three (3) successive three-year terms. Thereafter, they are not eligible for reelection for one (1) year.

- iii. No fewer than fourteen (14) days prior to the annual meeting of the board, the Governance Committee shall submit to the President and the Secretary a slate of nominees for election as Elected Directors and the committee shall present this slate of nominees at the annual meeting.
 - iv. Any Elected Director may resign effective upon written notice to the Secretary. If an Elected Director's position becomes vacant during the fiscal year, the President, subject to the approval of the Board of Directors, may fill the vacancy for the remainder of the fiscal year.
5. Past President. The Past President shall be the person who most recently completed his or her term as President and was not reelected as an officer and is willing to serve.
6. Appointed Directors.
- i. The President may appoint up to six (6) persons to serve as Appointed Directors, subject to the approval of the Governance Committee.
 - ii. The term of office for Appointed Directors shall begin on the date of their appointment and shall end at the conclusion of the fiscal year in which they were appointed.
7. The Board of Directors may remove a director, without cause, whenever such removal is deemed to be in the best interest of CMT. The board shall adhere to the following removal procedure:
- i. A petition recommending such removal and signed by six (6) or more directors is presented to the President and Secretary.
 - ii. Notice of a meeting to remove the director shall be provided at least fourteen (14) days before such meeting, which shall be held not less than thirty (30) days subsequent to the delivery of the petition.
 - iii. Removal voting shall be by secret ballot and shall require a two-thirds (2/3) affirmative vote of all directors present at the meeting at which a quorum has been mustered and at which the removal is decided.

Article V: Meetings of the Board of Directors

- 1. An annual meeting of the board shall be held before July 1 each year for the purpose of electing the directors and officers of CMT for the fiscal year beginning July 1, and the transaction of other business as may properly come before the meeting. The annual meeting shall be held at such time and place as directed by the President, in consultation with the Board of Directors.
- 2. Regular meetings of the board shall be scheduled to be held at such times and places as the President, in consultation with the board, shall determine.
- 3. Special meetings of the Board of Directors may be called at any time throughout the year by twenty-five percent (25%) of the directors of CMT, and shall be held at such time and place as the President, in consultation with the board, shall determine.

4. Any regular or special meeting of the Board of Directors, or of any committee thereof, may be conducted by the directors or committee by any acceptable means of electronic media, including teleconference, internet, web cam or similar communication equipment that enables all persons participating in the meeting to hear one another. Such participation shall constitute presence in person at such meeting.
5. Notice of any meeting of the Board of Directors shall be provided to the directors at least seven (7) days before such meeting. Notices shall be given by oral, written, fax, e-mail or other acceptable form of notice to each director.
6. At any meeting of the Board of Directors, a quorum shall consist of one-third (1/3) of the directors.
7. Any action which might be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting, if a record or memorandum thereof be made in writing and signed by the number of directors that could take and authorize such action at any regular or special meeting of the Board of Directors or of such committee, as the case may be.

Article VI: Officers

1. The officers of CMT shall be: President, Vice President, Treasurer, and Secretary.
2. The officers of CMT shall be elected at the annual meeting of the board. A slate of nominees from Directors shall be submitted by the Governance Committee to the Board of Directors at such meeting.
3. Such officers shall serve one (1) year terms concurrent with the fiscal year period for which they were elected, or until their death, resignation, or removal from office.
4. The Board of Directors may remove without cause any officer by the following procedure:
 - i. A petition recommending such removal and signed by six (6) or more directors is presented to the President and Secretary.
 - ii. Notice of a meeting to remove shall be provided at least fourteen (14) days before such meeting, which shall be held not less than thirty (30) days subsequent to the delivery of the petition.
 - iii. Removal voting shall be by secret ballot and shall require a two-thirds (2/3) affirmative vote of all directors present at the meeting at which a quorum has been mustered and at which the removal is decided.
5. If there is a vacancy in any office because of death, resignation, removal, disqualification, or otherwise, the Governance Committee shall submit the name of a nominee who is Director for election to that office at the next board meeting, and such position may be filled by the affirmative vote of the Board of Directors for the unexpired portion of the term.
6. Unless otherwise provided by the Board of Directors, the duties of the officers shall be as follows:

- i. President. The President shall preside at all meetings of the Board of Directors. The President shall be the principal executive officer and shall be responsible to the Board of Directors for the general supervision of the affairs of CMT. The President shall be a voting, ex-officio member of all standing and special committees. The President shall not serve more than four (4) consecutive years.
- ii. Vice President. The Vice President shall, in the absence, resignation, incapacity, or removal of the President, assume the duties of the President. The Vice President shall perform such other duties or exercise such powers as the Board of Directors shall prescribe.
- iii. Secretary. The Secretary shall keep a record of the minutes and attendance of all meetings of the Board of Directors and the Executive Committee. The Secretary shall maintain a list of directors and committee members. The Secretary shall maintain an archive of minutes and membership lists as well as be the custodian of the bylaws and corporate seal. In the event of absence of the Secretary from any CMT meeting requiring minutes, an interim Secretary shall be appointed by the chair prior to proceeding with the meeting. The Secretary shall attest and affix the corporate seal to appropriate documents. The Secretary shall issue notice of all meetings of the Board of Directors. The Secretary shall oversee the election of directors at the annual meeting of the board. The Secretary shall perform the duties usually incident to the office of Secretary and perform such further duties as shall from time to time be prescribed by the Board of Directors or by the President.
- iv. Treasurer. The Treasurer shall keep records of all financial transactions of CMT and shall maintain full and complete records of its assets and liabilities. The Treasurer shall also maintain a file of important correspondence relating to tax and other matters and shall complete all of the required local, state and federal tax filings. The Treasurer shall be a member of the Finance Committee and assist in the development of the annual budget. The Treasurer shall, from time to time, furnish to the Board of Directors the current status of the budget and other financial reports. The Treasurer shall perform the duties usually incident to the office of the Treasurer and perform such other duties as may be prescribed by the Board of Directors or by the President.
- v. The Board of Directors may assign additional duties to officers of CMT.

Article VII: Committees

1. CMT shall have the following standing committees: Executive, Governance, Finance, Program, Hospitality, Education, Marketing/Public Relations, and Development. The chairs of these committees shall be directors of CMT. Unless otherwise required by the bylaws, the President shall appoint and may remove all standing and special committee members, including chairs. The term of membership for a committee shall be for a one (1) year period corresponding to the fiscal year. Committee members may be reappointed. Additional special committees and committee chairs may be appointed as necessary, at the discretion of either the President or the Board of Directors. All committees report to the Board of Directors.
2. Executive Committee.

- i. **Membership:** The officers of CMT and the Past President shall constitute an Executive Committee. Any committee chair, at the discretion of the President, may be made a member of the Executive Committee. The President shall chair this committee.
 - ii. **Duties:** The Executive Committee meets at the call of the President and, in a situation that requires immediate attention, shall have all the powers of the board between meetings except to amend the bylaws as called for in Article IX. Actions taken by the Executive Committee in these situations shall be reported to the board at the next board meeting. A majority shall constitute a quorum of this committee. The Executive Committee shall determine the job description and salary of the Executive Director annually.
3. **Governance Committee.**
 - i. **Membership:** The Past President shall be the Chair of the Governance Committee. If the Past President is unable or unwilling to serve or if there is no Past President, the Board of Directors shall elect the Chair of the Governance Committee. The other members of the Governance Committee shall be elected by the Board of Directors at the annual meeting of the board and shall serve for a one (1) year period corresponding to the fiscal year following such meeting.
 - ii. **Duties:** Provide a slate of nominees, as required by Article IV of the bylaws, for new Elected Directors. Provide a slate of nominees, as required by Article VI of the bylaws, for officers of CMT. Review board practices and make recommendations to enhance the effectiveness of the Board of Directors, including guidance to new directors about CMT and their duties and responsibilities as directors.
4. **Finance Committee.**
 - i. **Membership:** The President shall appoint the members of the Finance Committee.
 - ii. **Duties:** Assure that complete and accurate financial records are maintained. Develop the annual budget based on inputs from various standing committees. Oversee CMT's investments. Provide for an audit as required.
5. **Program Committee.**
 - i. **Membership:** The President shall appoint the members of the Program Committee.
 - ii. **Duties:** Select the artists, establish the schedules, and set the venues for concerts.
6. **Hospitality Committee.**
 - i. **Membership:** The President shall appoint the members of the Hospitality Committee.
 - ii. **Duties:** Coordinate catering services and décor at concerts, events honoring volunteers and donors, Annual Meetings, and any other special events hosted by CMT throughout the concert season. Assist in other budgeted concert-related events or receptions.
7. **Education Committee.**

- i. Membership: The President shall appoint the members of the Education Committee.
 - ii. Duties: Plan and coordinate all educational outreach and any other educational programs, including scholarships.
8. Marketing/Public Relations Committee.
- i. Membership: The President shall appoint the members of the Marketing/Public Relations Committee.
 - ii. Duties: Develop and implement an annual coordinated Marketing/Public Relations plan to increase attendance at and public awareness of CMT's activities.
9. Development Committee.
- i. Membership: The President shall appoint the members of the Development Committee.
 - ii. Duties: Develop and implement all fundraising activities with the exception of ticket sales.
10. The board may assign additional duties to the committees.

Article VIII: Executive Director

- 1. The board may appoint an Executive Director.
- 2. The Executive Committee shall determine the job description and salary of the Executive Director annually.
- 3. The President shall provide specific work direction and an annual performance appraisal for the Executive Director consistent with the job description approved by the Executive Committee.

Article IX: Amendments

The articles of incorporation and bylaws of CMT may be amended by a two-thirds (2/3) affirmative vote of all directors present at any regular meeting or special meeting called for that purpose, at which a quorum has been mustered and for which a copy of the proposed amendment(s) has been presented at the previous meeting. Notice shall be provided to directors fourteen (14) days prior to any meeting at which such amendment is proposed to be adopted. Directors may attend, participate in and vote at such meeting by any acceptable means of electronic media, in accordance with Section 4 of Article V of the bylaws.

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The above amended bylaws were approved and adopted effective June 25, 2019, at a meeting of the Board of Directors held for such purpose, among others. A quorum of the board was present and the vote was unanimous to approve these amended bylaws. Prior notice and presentation of the proposed bylaws amendments was provided at the May 21, 2019, regular meeting of the board.