

THE SYMPHONY SOCIETY
An Affiliate of the Coastal Symphony of Georgia, Inc. ,
a 501 (C) (3) Nonprofit Corporation

POLICIES AND PROCEDURES

Effective date April 25, 2013

The Symphony Society hereby adopts the following policies and procedures:

POLICY 1 -- PURPOSE

Section 1. To promote and support the Coastal Symphony of Georgia, Inc. as defined in Article II of the *Corporation's* bylaws effective April 21, 2009.

Section 2. To have administrative oversight of the volunteer membership and designated fund-raising events.

POLICY 2 -- MEMBERS

Section 1. Membership shall consist of both men and women volunteers who are interested in supporting the purpose as stated in Policy 1.

POLICY 3 --FISCAL YEAR AND DUES

Section 1. The fiscal year shall be from June 1 through May 31.

Section 2. The annual dues for all members shall be set by the Board of Directors.

Section 3. All annual dues shall be payable in advance on or before June 30 of each year.

Section 4. The Treasurer shall notify members who are one (1) month in arrears and those members whose annual dues are not paid within one (1) month thereafter shall be notified that they may be dropped from membership in *The Society*.

POLICY 4 --FINANCIAL

Section 1. All **Society** checks written, withdrawals or transfer of funds in an amount of \$500 or more shall be signed by two of the two (2) of the five (5) authorized signers, namely *The Society* President and Treasurer, and the *Corporation's* President, Vice President and Treasurer.

Section 2. **Society** obligations and contracts of \$5,000 or less may be signed by *The Society* President and Treasurer.

Section 3. **Society** obligations and contracts in the amount of over \$5,000 must be signed by *The Society* President or Treasurer and one of the officers of the *Corporation*, namely,

President, Vice President, or Treasurer.

Section 4: All checks for **The Society** events, purchases of any and all items and/or monies due should be made payable to the **Coastal Symphony of Georgia, Inc. or CSG Inc.**

POLICY 5 -- MEETINGS

Section 1. There shall be at least three (3) general membership and business meetings each year; one in the early Fall, one in Winter, and one in Spring. The Spring meeting shall be the Annual meeting.

Section 2. The Annual (Spring) Meeting shall be for the purpose of electing and installing officers, receiving reports of the officers and committees and for any other business that may arise.

Section 3. Special meetings of the membership may be called by the President provided that members are notified of such meetings at least three (3) days in advance.

Section 4. A quorum shall be deemed to be thirty-five (35) members in attendance at any properly noticed meeting.

Section 5. There shall be no voting by proxy.

POLICY 6 -- OFFICERS, DIRECTORS AND PARLIAMENTARIAN

Section 1. The officers and Directors of **The Society** must be members of **The Society** and shall be elected at the Annual (Spring) Meeting for a two (2) year term. The Secretary and Treasurer may serve successive terms. All elected officers shall serve until their successors are elected and qualified. The officers/directors so elected shall be installed at the Annual (Spring) Meeting and their terms of office shall begin June 1.

Section 2. All officers and members of **The Society** shall abide by all policies established by the **Society** in consultation with the **Corporation** Board of Directors.

Section 3. The officers shall consist of :
President
Vice President
Secretary
Treasurer

Section 4. The duties of the officers shall be as follows:

A) President:

- 1) Shall be the executive officer, carry out the directives of the membership, the Board of Directors and the Executive Committee.
- 2) Shall set the agenda; preside at all meetings of **The Society**, the Board of Directors and

the Executive Committee.

- 3) Shall appoint a Nominating Committee comprised of five (5) members. See Policy 9.
- 4) Shall be an ex-officio member of all committees except the Nominating Committee.
- 5) Shall appoint all Committee Chairmen and a Parliamentarian.
- 6) Shall be authorized to sign obligations and contracts of \$5,000 or less. Obligations and contracts in the amount of over \$5,000 must be signed by the President or Treasurer of ***The Society*** and one of the officers of the ***Corporation***, namely, the President, Vice President or Treasurer.
- 7) Shall render an annual report to ***The Society*** membership and to the ***Corporation***.
- 8) Shall be a voting-ex officio member of the ***Corporation*** Board of Directors and operate under the bylaws of the ***Corporation***.
- 9) Shall be a spokesperson for ***The Society***.
- 10) Shall perform such other duties as pertain to this office.

B) Vice President:

- 1) Shall perform the duties of the President in the absence or inability of the President and shall assist the President in all matters when requested.
- 2) Shall perform such other duties as pertain to this office.

C) Secretary:

- 1) Shall keep accurate minutes of the meetings of the membership, the Board of Directors and the Executive Committee.
- 2) Shall maintain a compendium of the statements of policy of the Board of Directors.
- 3) Shall perform such other duties as pertain to this office or as requested by the President.

D) Treasurer:

- 1) Shall receive and disburse all funds of ***The Society*** as directed by the Board of Directors.
- 2) Shall pay all budgeted bills in a timely manner.
- 3) Shall be authorized to sign obligations and contracts of \$5,000 or less. Obligations and contracts in the amount of over \$5,000 must be signed by ***The Society's*** President or Treasurer and one of the officers of the ***Corporation***, namely, the President, Vice

President or Treasurer.

- 4) All checks written, withdrawals or transfer of funds in an amount of \$500 or more shall be signed by two (2) of the five (5) authorized signers, *The Society* President or Treasurer, the *Corporation* President, Vice President or Treasurer.
- 5) Shall keep accurate records of all funds of *The Society*.
- 6) Shall render a summary report at each Board of Directors meeting and at the Annual (Spring) meeting of the membership.
- 7) Shall make an annual report of all receipts and disbursements for the year.
- 8) Shall, for audit and tax purposes, prepare and render to the Treasurer of the *Corporation* a year-end report showing in detail all income and expense categories.
- 9) Shall serve on the Finance Committee.
- 10) Shall serve as an Assistant Treasurer of the *Corporation*, shall serve as a voting ex-officio member of the Board of Directors of the *Corporation* and shall operate under the bylaws of the *Corporation*.
- 11) Shall perform such other duties as pertain to this office or as requested by the President.

Section 5. The Directors-at-Large shall assist the other officers in the administrative and managerial duties of *The Society*.

Section 6. The Parliamentarian shall consult and advise the President and other officers, committees and members on parliamentary procedure as necessary.

POLICY 7 -- BOARD OF DIRECTORS

The Board of Directors:

Section 1. Shall have a maximum of 25 members and shall be composed of the elected officers, the immediate Past President, Chairmen of the Standing Committees, a minimum of three (3) or a maximum of eight (8) Directors-at-Large and the Parliamentarian. The President of the *Corporation* shall serve as a voting ex-officio member of the Board of Directors. The President of the *Corporation* represents the entire Board of the *Corporation* and the *Corporation* has legal veto power in matters of *The Society* and the *Corporation*.

Chairman of all Ad Hoc or Special Committees shall also serve as non-voting ex-officio member(s) of the Board of Directors.

Section 2. The Directors-at-Large shall be elected at the Annual (Spring) meeting for a two (2)

year term and may be re-elected for an additional consecutive two year term.

Section 3. Every Board member, with the exception of the President and Treasurer, shall serve on at least one committee each year during his/her term on the Board.

Section 4. Board member(s) who miss three (3) consecutive Board meetings without an excused absence, e.g. illness of self or immediate family member, death of family member or close friend, business or out of town, may forfeit his/her term as a member of the Board of Directors.

Section 5. Shall meet at the call of the President and no less than three (3) times a year.

Section 6. A majority of the Board of Directors shall constitute a quorum.

Section 7. Shall have general supervision of the affairs of *The Society* it shall further, with the President, fix the hour, date and place of such meetings, make recommendations to *The Society* and shall perform such other duties as are specified in these Policies and Procedures.

Section 8. Shall be subject to the orders of *The Society*, and none of its acts shall conflict with the actions taken by *The Society*.

POLICY 8 -- EXECUTIVE COMMITTEE

The Executive Committee:

Section 1. Shall be composed of the Officers of *The Society*, namely, the President, Vice President, Secretary, Treasurer and Parliamentarian.

Section 2. Shall meet at the call of the President.

Section 3. Shall have the power and the authorization to transact any business which requires immediate attention of *The Society*.

Section 4. Shall disburse all funds raised, less reasonable funds needed for the operation of *The Society*, to the *Corporation*, through its Board of Directors, for the sole benefit of the *Corporation*, prior to the April *Corporation* Board meeting or upon request from the *Corporation* Board of Directors.

Section 5. A majority of the Executive Committee shall constitute a quorum.

Section 6. All actions of the Executive Committee shall be reported at the next Regular meeting of the Board of Directors.

POLICY -- 9 NOMINATION

Section 1. At a Regular Board of Directors meeting to be held between September 1 and December 31, the President shall appoint a Nominating Committee to be comprised

of five (5) members consisting of:

- a) The President of the *Corporation*.
- b) The Immediate Past President of *The Society*.
- c) Three members from the membership-at-large.

Section 2. The Immediate Past President shall serve as Chairman of the Nominating Committee.

Section 3. The Nominating Committee shall nominate a slate of officers, namely, President, Vice President, Secretary, Treasurer and a minimum of three (3) or maximum of eight (8) Directors-at-Large subject to the terms described in Policy 6 and Policy 7 herein. Members of the Nominating Committee are eligible to become nominees for an office and if so, shall resign as a member of the Nominating Committee.

Section 4. The report of the Nominating Committee shall be presented to the Board of Directors for information purposes no later than March of each year in which an election shall occur.

Section 5. The slate of proposed nominees shall be sent by the Nominating Committee Chairman to each voting member of *The Society* at least two (2) weeks prior to the Annual (Spring) Meeting;

Section 6. The Nominating Committee Chairman shall present the slate of nominees to the full membership at the Annual (Spring) Meeting for voting purposes.

Section 7. Additional nominations for Officers and Directors-at-Large may be made from the floor during the Annual (Spring) Meeting. Prior consent of the nominee must have been secured in advance of a nomination.

POLICY 10 -- ELECTIONS

Section 1. Elections for all officers and directors-at-large holding two year terms shall be held at *The Society's* Annual (Spring) meeting commencing in 2008 and every **even year** thereafter.

Section 2. The term of office shall begin June 1, the beginning of the fiscal year.

Section 3. The nominee for each office receiving the majority of votes cast by *The Society* membership shall be declared elected or election may ensue by a motion of acclamation.

Section 4: The *Corporation* must ratify the elected officers and directors of *The Society*, see Article IX Affiliates of the *Corporation's* Bylaws.

POLICY 11 -- VACANCIES

Section 1. Should a vacancy occur in the office of the President, the Vice President shall serve as President until the expiration of the term. If the Vice President is unable to serve, then the Board of Directors shall select a member of the Board, or a past-president, whether or not currently serving on the Board, to serve until the expiration of the term.

Section 2. Should a vacancy occur in any other office, the Executive Committee shall appoint a successor to fill the unexpired term. Any person who is appointed to fill an unexpired two (2) year term of office shall complete the unexpired term and shall then be eligible to serve the maximum term allowed for said office.

Section 3. An unfilled (vacant) position on the Board of Directors may be filled at any time during the fiscal year by a majority affirmative vote of the Executive Committee. Any person who is elected to fill an unexpired two (2) year term of office shall complete the unexpired term and shall then be eligible to served the maximum term allowed for said office.

POLICY 12 -- COMMITTEES

Section 1. Committee Chairmen shall be appointed annually by the President and each Committee Chairman shall obtain members to serve on the respective committees unless otherwise stated herein. The Standing Committee Chairmen shall serve as members of the Board of Directors.

Section 2. There shall be the following **Standing Committees** whose charges are:

A) Finance:

- 1) Members shall include the President, Vice President, Treasurer and others as appointed by the President.
- 2) Shall prepare the budget in consultation with the President of the *Corporation*.
- 3) Shall present the budget for the forthcoming year to the Board of Directors for approval no later than September 15 each year. Upon approval by the Board of Directors it shall be presented to the General Membership at the Fall Meeting.
- 4) Other duties may be designated by the Board of Directors, the Executive Committee or the President.

B) Correspondence and Mailing:

- 1) Shall be responsible for handling correspondence on an as-needed basis.
- 2) Shall plan, obtain volunteers and oversee mass mailings.
- 3) Shall perform such other duties as pertain to this office or as requested by the President.

C) Fundraising:

- 1) The Chairman of each fundraising event shall oversee all development and execution of said event, including but not limited to date, place, cost, food, entertainment, public relations and marketing, and other items pertaining to the individual event.
- 2) Shall make reports on a regular basis to the President and Board of Directors.

D Membership Development:

- 1) The Chairman shall oversee all aspects of membership development, retention and membership records.
- 2) Shall execute at least one full scale membership drive or campaign during the year; making efforts to promote membership growth at all times.
- 3) Shall, with the Treasurer, cause annual dues to be noticed and collected from the full membership prior to June 30 of each year.

E) Nominating:

See Policy 9- Nominations

F) Policy and Procedures Committee:

- 1) Shall be composed of three (3) members, the President, Vice President, and Parliamentarian. The Parliamentarian shall serve as Chairman.
- 2) The policies shall be reviewed biennially for changes and clarifications.

G) Program/Hospitality:

- 1) Shall oversee all aspects of the General Membership meetings, including program, refreshments, invitations, RSVPs, and hospitality at said meetings and at other functions as directed by the President.

H) Publicity and Marketing:

- 1) Shall develop media coverage for *The Society* and *Corporation* membership and the community at large through advertisement, telephone, and the website to promote *The Society* events.
- 2) Shall assist and support the Chairman of fundraising events with publicity as needed and as requested by the Chairman.
- 3) Shall write *The Society Newsletter* to be published approximately three (3) times a year or as necessary.
- 4) Shall keep a pictorial and written record of the activities of *The Society*.

I) Ushers/Ticket Takers:

- 1) Shall be responsible for ensuring an adequate number of ushers at each of the *Corporation's* concerts.
- 2) Shall ensure that ushers are properly attired and shall be responsible for training and direction with respect to carrying out their function.

Section 3. Ad Hoc or Special Appointed Committees:

Such committees may be created and terminated by the President as deemed necessary to carry on the business of **The Society**.

POLICY 13 -- PROJECTS

Section 1: Any and all newly identified fund raising projects, after being adopted by *The Society's* Board of Directors, must be presented for approval to the Board of *Corporation*. Once approved by the *Corporation's* Board of Directors, such project may be continued in perpetuity without further approval or action by the Board of Directors of the *Corporation* unless extraordinary circumstances exist as defined by the *Corporation*.

Section 2: Should *The Society* decide to discontinue a project and upon its Board of Directors approval, *The Society* shall give appropriate notice and justification of said action to the *Corporation*. The *Corporation* is ultimately responsible for all projects, events and efforts on behalf of the *Corporation*, said *Corporation* Board shall have final decision making authority to adopt or discontinue any project, event or effort but will always seek to reach a mutually agreeable solution in such extraordinary situations.

POLICY 14 -- STATEMENT OF POLICIES AND PROCEDURES

Section 1: Statements of Policies and Procedures shall be established by the Board of Directors and shall be maintained in a compendium by the Secretary of *The Society*, and made available to the membership.

Section 2: A Majority vote of the Board of Directors shall be required to establish policy or repeal or amend such policy at any meeting of the Board of Directors provided a two (2) week notice has been given to the member by publishing on the official web site, by U. S. Mail or electronic mail.

Section 3: Policies and Procedures shall be reviewed annually by the Board of Directors.

POLICY 15 -- NOTICE

Notice of all regularly scheduled or special Board of Directors meetings, General membership meetings and other such pertinent information shall be given by U. S. Mail, telephone calls, or electronic mail to the membership from or at the direction of the President or the Secretary.

POLICY 16 -- LIMITATION OF METHODS

The Society shall obey all local, state and federal laws and shall engage in no conduct that jeopardizes the *Corporation's* qualification as a tax-exempt nonprofit organization under Section 501 or any corresponding section of the Internal Revenue Code.

In the event of any conflict between these Policies and Procedures and the *Corporation's* bylaws, or in the event these Policies and Procedures authorize any action not expressly impliedly permitted by the *Corporation's* bylaws, the bylaws of the *Corporation* shall be controlling.

POLICY 17 - INDEMNIFICATION

The Society, its members, officers and directors, shall be indemnified by the Coastal Symphony of Georgia, Inc. in accordance with the Articles of Incorporation and Bylaws of said *Corporation* and shall be covered by any insurance provided or carried by said *Corporation*. *The Corporation* shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit or proceeding, of any nature (other than an action by or in the right of the *Corporation*) by reason of the fact that he/she is or was a director, officer, employee or agent of *The Society* against expenses (including attorney's fees), judgments, fines and amounts paid in settlement in connection with such action if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of *The Society* or the *Corporation* and had no reasonable cause to believe was unlawful.

POLICY 18 -- PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern *The Society* in all cases to which they are applicable and in which they are not inconsistent with these Policies and Procedures and any special rules of order *The Society* or the *Corporation* may adopt.

POLICY 19 --AMENDMENTS

These Policies and Procedures may be amended at any regular meeting of *The Society* by two-thirds (2/3) affirmative vote provided that the amendments have been submitted in writing to the members at least two (2) weeks prior to the meeting by either U. S. Mail, electronic mail or published on the official website of the *Corporation*, provided the members are individually notified of said publication in writing, within the prescribed times, as indicated herein.

APPROVAL AND ADOPTION

Policies and Procedures adopted by The Symphony Society on the 25th day of April, 2013

By: /s/ Jennifer Broadus
Jennifer Broadus, President

By: /s/ Susannah Salvatore
Susannah Salvatore, Secretary

**Policies and Procedures adopted by the Coastal Symphony of Georgia, Inc. on the
6th day of September , 2013.**

By: /s/ AliceBarlow
Alice Barlow, President

By /s Suzanne J. Cansler
Secretary

As a point of interest The Society adopted and operated under Bylaws from September 14, 2006 until April 25, 2013 when the Bylaws were eliminated and Policies and Procedures were adopted to be in compliance with IRS rulings.