

**BYLAWS**  
**Chamber Music Columbus (CMColumbus)**  
Formerly Columbus Chamber Music Society (CCMS)

Adopted by the membership on May 21, 2003,  
superseding all previous Bylaws or codes of regulations.

**Article I: Statements of Mission and Vision**

**Section 1. Introduction.** CMColumbus is an independent, entirely volunteer based, not-for-profit organization incorporated in the State of Ohio. These bylaws are adopted by the CMColumbus Board of Trustees, and confirmed by the members of the Society, to establish the organizational rules and structure of the CMColumbus.

**Section 2. Statement of Mission of CMColumbus.** The mission of CMColumbus is to present chamber music of high artistic quality, both established groups and new ensembles of promise, to audiences of the greater Columbus area and to promote the advancement, awareness, and appreciation of a diversity of chamber music among its members and the general public.

**Article II: Principal Addresses**

The principal mailing address of CMColumbus shall be P.O. Box 14445, Columbus, Ohio 43214. The archives of the organization are maintained at the address of the Secretary.

**Article III: Membership and Membership Year**

**Section 1. Open Membership.** Membership in CMColumbus shall be open to all persons who support the Statement of Mission and who have paid the annual membership dues.

**Section 2. Membership Year.** The membership year of CMColumbus shall run from the date of enrollment, although the membership year may be changed from time to time by a vote of the Board of Trustees, in order to maximize the opportunity for CMColumbus to recruit new members and plan events in preparation for and centered on CMColumbus performances. The membership year need not be the same as the fiscal year (see Article VI, Section 2 below) or the officer year (see Article IV, Section 3 below).

**Section 3. Membership Dues and Categories.** Annual membership dues for CMColumbus shall be established in such categories and in such amounts as may be determined by the membership from time to time. The membership dues for the basic membership category shall be kept at a level designed to encourage the broadest possible membership while providing modest funds towards CMColumbus anticipated annual budget. Other categories of membership and different levels of membership dues may be proposed by the Board of Trustees, but all members in every membership category shall be entitled to an equal vote in all matters affecting CMColumbus.

**Section 4. Membership Meetings.** The annual meeting of the members of CMColumbus

shall be held during May of each year. At the annual meeting, the members shall elect the members of the Board of Trustees and the officers for the next membership year (as provided in more detail below), approve the budget for the next fiscal year (which shall be subject to modification by the Board of Trustees as circumstances dictate) and transact such other business as may come before the members. The Board of Trustees or the Executive Committee may also call a special meeting of the members at any time, for any purpose stated in the notice for the special meeting (see Section 5 below).

**Section 5. Notice of Meetings.** The date, time and place of the annual meeting and the calling of any special meeting shall be the subject of a written notice to all of the members of CMColumbus at the last mailing address designated by such members, not less than twenty days prior to the date of the meeting. Any notice of a special meeting must state the purpose(s) of the special meeting. This notice may, but need not necessarily, be placed in CMColumbus newsletters and on CMColumbus Web site.

**Section 6. Place of Meetings.** Meetings shall be held at such places, within the metropolitan Columbus area, as the Board of Trustees may determine (or, in the case of special meetings, the place determined by the person(s) calling the special meeting). Meeting places and times shall be selected so as to make the meetings accessible to the widest possible number of members, and no meeting selected for an unusual and inconvenient place or time shall be considered a valid meeting for the transaction of business.

**Section 7. Voting.** Each member of CMColumbus shall be entitled to one vote, regardless of membership category. A member may vote either in person or by written proxy signed by the member and delivered to the Secretary at or prior to the meeting. The Secretary shall be the sole judge of the acceptability of any proxy. The Secretary's decision shall be final.

**Section 8. Quorum and Majority Vote.** The members present at any duly announced meeting, either in person or by proxy, shall constitute a quorum. No meeting shall be held and no votes shall be taken (or, if taken, no such votes shall be valid) where the majority of the votes would be by proxy. All decisions shall be made by a majority vote of the members present in person or by proxy.

#### **Article IV: Trustees**

**Section 1. Board of Trustees.** The business and affairs of CMColumbus shall be managed by a Board of Trustees consisting of not fewer than nine and not more than 21 persons. The Board shall determine the exact number of positions on the Board of Trustees from time to time. Trustees shall serve without compensation of any kind, but may at the discretion of the Board be reimbursed for reasonable actual out-of-pocket expenses, not to include the expenses of travel to and from the Board meetings. Each member of the Board of Trustees shall serve on at least one committee.

**Section 2. Qualifications.** Any member in good standing of CMColumbus shall be eligible to serve on the Board of Trustees. Failure to attend three or more consecutive meetings of the Board or its Committees without excuse (the President shall be the sole judge of excuses), or failure to pay dues and continue as a member of CMColumbus in good standing, are causes for disqualification. Any vacancy created by such disqualifications shall be filled in the same manner as a vacancy created by death, resignation or incapacity (see Sections 4, 5 and 7 below).

**Section 3. Officer Year.** The terms of service for members of the Board of Trustees and

the officers of CM Columbus shall be based on upon an officer year, which shall be from July 1 through June 30 of the following year (except that if the annual meeting for some special reason is not held until later than June 30 of any year, the prior members of the Board and officers shall continue to serve through the annual meeting).

**Section 4. Term of Office.** Each member of the Board of Trustees shall serve for a term of three officer years. Membership terms shall be staggered so that the terms of approximately one-third of the members of the Board of Trustees shall expire each officer year. In the event a member of the Board resigns, dies or becomes incapacitated to the extent that such person cannot serve (in the judgment of the President), then the Board shall select another person to complete that member's term.

**Section 5. Nominations and Elections.** The President of CM Columbus shall appoint a Nominating Committee in March of each year. The Nominating Committee shall consist of not fewer than three or more than five members, at least two of whom shall be current members of the Board. Generally, the immediate past President shall serve as the Chair of the Committee. The current President shall not be a member of the Committee. No member of the Nominating Committee shall serve for more than three consecutive officer years. The Committee shall nominate a slate of candidates for positions on the Board that are to come up for election at the next annual membership meeting. The Nominating Committee shall obtain each proposed candidate's consent to his or her nomination. The Nominating Committee's slate shall be submitted to the Board of Trustees for recommendation at the Board's April or May meeting. The members of the Board shall then be elected at the next annual meeting. Election shall be by majority vote. Nominations from the floor will be permitted, but only with the prior consent of the candidate. Trustees shall be permitted to succeed themselves upon expiration of their terms. There are no limits to the number of terms Trustees may serve.

**Section 6. Resignation.** A Trustee may resign at any time by written notice to the President.

**Section 7. Increase in Number on Board of Trustees.** If the Board wishes to increase the number of positions on the Board, the additional positions may be filled by the Board on a temporary basis, but must be ratified by the membership at the next annual meeting.

**Section 8. Meetings.** The Board shall meet monthly unless otherwise determined by the President. Meetings shall be at such times and places in the greater Columbus area as the President may determine, but shall be designed to make possible the attendance of the greatest possible number of the Board members. Special meetings may be held upon not less than ten days prior notice (which may be written, telephonic, by e-mail or other means reasonably calculated for actual receipt by the Board members). No purpose of a meeting is required to be given, and any items of business to come before the Board may be transacted at any regularly scheduled or duly announced meeting.

**Section 9. Voting.** Each member of the Board shall be entitled to one vote. No proxies shall be permitted.

**Section 10. Quorum and Majority Vote.** A quorum for a Board meeting shall be the majority of the members of the Board. All decisions shall be made by a majority vote of those present, unless otherwise specified herein. The President shall vote only in the case of a tie.

**Section 11. Committees.** In addition to a Nominating Committee and an Executive Committee the Board shall have committees as needed. The Committees are coordinated by the Board, and shall have the power to make such decisions or take such actions as the Board may authorize. The Chair of a Committee is appointed by the President and confirmed by the Board.

Committee Members are recruited and appointed by the Committee Chair. The Committees may have members who are neither trustees nor CM Columbus members.

## **Article V: Officers**

**Section 1. President.** The President shall be the chief operating officer of CM Columbus. The President shall preside at all meetings of the Board of Trustees and Executive Committee, shall have general and active management of the business and affairs of CM Columbus, and shall see that all decisions and resolutions of the Board and Executive Committee are carried into effect. He or she will give notices for all Board meetings. The President shall perform all other tasks that the Board or Executive Committee may specify, or as set forth in these Bylaws.

**Section 2. Immediate Past President.** The Immediate Past President shall be the president who most recently vacated that office. The Immediate Past President shall serve as a consultant to the President and shall generally have the right to make his or her opinions known and to be a curmudgeon at large. He or she will chair the Nominating Committee, provided that he or she is still a member of the Board.

**Section 3. Vice-President.** The Vice-President shall act as the President whenever the President is not present or is unable to perform any of the President's duties, and shall perform such tasks as may be assigned by the President, Executive Committee or the Board of Trustees.

**Section 4. Secretary.** The Secretary shall attend all meetings of the members, Board of Trustees and Executive Committee, and shall keep the minutes of such meetings preserved in the permanent records of CM Columbus. The Secretary shall determine whether quorums are present at meetings, receive and judge all proxies, tally and record all votes, and perform all other such actions as may be necessary or appropriate to carry on and record the official business of CM Columbus. The Secretary shall perform all other tasks as may be assigned by the President, Executive Committee or the Board of Trustees

**Section 5. Treasurer.** The Treasurer shall supervise the fiscal affairs of CM Columbus. The Treasurer shall have custody of all funds, unless the Board of Trustees otherwise determines. The Treasurer shall collect all membership dues and other payments such as charges for events, invest all funds as the Treasurer may determine is in the best interests of CM Columbus (subject to any instructions or limitations from the Board), receive all bills and pay all debts in a timely fashion, and render to the Board and members a report at each meeting of the status of CM Columbus' finances. The Treasurer shall prepare a budget for each fiscal year for approval by the Board and the membership at the annual meeting (which shall be subject to modification by the Board as circumstances dictate). The Treasurer shall perform all other tasks as may be assigned by the President, Executive Committee or the Board. The Treasurer shall serve without bond unless the Board otherwise determines; if any bond is required, the premium for the bond shall be paid out of the treasury. At the request of the Board, the Treasurer shall arrange for and cooperate in the preparation of an accounting of CM Columbus 's finances by the Finance Committee. The treasurer shall report to the membership on the state of CM Columbus 's finances at each annual meeting.

**Section 6. Other Offices.** The Board of Trustees may create such other offices as it may deem necessary or desirable from time to time, and the persons filling such offices shall have such duties as the Board may prescribe.

**Section 7. Executive Committee.** The Executive Committee shall consist of the President, Immediate Past President (provided that he or she is still on the Board), Vice-

President, Secretary, Treasurer, and such other officers as may have been authorized by the Board of Trustees. The Executive Committee shall have full authority to act on behalf of the Board, but only in situations where it is impossible or impractical (as determined in the sole discretion of the President) to make the decision at a regular or special meeting of the Board. Executive Committee decisions shall be made in person or by a poll conducted by the President, and must be made by a majority of the Executive Committee. In the event of a tie vote the Executive Committee shall not act, and the matter is referred back to the entire board.

**Section 8. Nominations and Elections.** Candidates for officer positions in CMColumbus shall be nominated by the Nominating Committee in the same manner as nominations for positions on the Board of Trustees (see Article IV, Section 5), except that each candidate for an officer position must have served on the Board for at least one membership year. Nominations from the floor will be permitted, but only with the prior consent of the candidate. All elections shall be by majority vote (See Article III, Section 8). In case no candidate receives a majority of the vote, a runoff election between the two candidates receiving the most votes shall be held. In the event of a tie a second vote shall be taken, and in the event of a second tie the vote of the President (or in the President's absence the Vice-President) shall be the deciding vote.

**Section 9. Terms.** Each officer shall be elected for one officer year. Officers may be elected to succeed themselves.

**Section 10. Compensation.** No officer shall receive any compensation, except that an officer may at the discretion of the Board of Trustees be reimbursed for reasonable actual out-of-pocket expenses, not to include the expenses of travel to and from CMColumbus meetings, as provided in Article IV, Section 1 above.

## **Article VI: Financial and Legal Matters**

**Section 1. Bank Accounts.** CMColumbus may establish and maintain such bank account(s) as the Board of Trustees may authorize.

**Section 2. Fiscal Year.** The fiscal year of CMColumbus shall be July 1 - June 30.

**Section 3. Legal Obligations.** No legal obligations of CMColumbus, including any loan or legal contract (other than debts incurred in the ordinary course of business, such as for payment for food, payments to performers or payments to lecturers for CMColumbus sponsored activities) shall be binding upon CMColumbus unless approved by the Board of Trustees and signed by the Secretary. No officer shall have the power or authority to bind CMColumbus to any monetary or legal obligations except as provided in the preceding sentence.

## **Article VII. Legal Limitations**

CMColumbus recognizes that it is an incorporated association in the State of Ohio, an organization that is tax-exempt under the laws of the United States of America and the State of Ohio. CMColumbus shall not take any action or omit to perform any task which will or will tend to jeopardize in any way the Federal and state tax exemptions enjoyed. The affairs of CMColumbus shall be conducted solely for the purpose set forth in Article I above. In particular, but without intending to limit the effect of the foregoing, CMColumbus shall not carry on propaganda or attempt to influence legislation, nor participate in or intervene in any political campaign on behalf of any candidate for public office or any issue placed before the electorate, including the publicity of or the distribution of any statements or campaign material.

**Article VIII. Amendments**

These Bylaws may be amended only by a two third majority vote of the Trustees and approved by a majority vote at an annual or special meeting of the members (see Article III, Section 4). The members shall be provided with a written set of proposed changes at or prior to the meeting, which shall be subject to further amendments or changes at the meeting.

**Article IX. Dissolution**

**Section 1. Dissolution.** CMColumbus may be dissolved only upon a vote of two-thirds of the membership of CMColumbus at the annual or a special meeting of the membership of CMColumbus duly announced for that purpose.

**Section 2. Ownership of Records and Funds.** If CMColumbus is dissolved as provided above, then, after the prompt payment of all outstanding obligations of CMColumbus, the funds and property of CMColumbus shall become the funds and property of the succeeding organization. If a succeeding organization does not exist, the funds and property shall be distributed among CMColumbus membership that exists at that time. If succeeding organization and membership do not exist at that time, then the funds and property of CMColumbus shall be delivered to another organization dedicated to the promotion of chamber music in the greater Columbus area. No part of the funds or property of CMColumbus shall belong to any officer or Trustee of CMColumbus.

Duly approved by the Board of Trustees and adopted by the members at the Annual Meeting on May 21, 2003, Columbus, OH.

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Ivan I. Mueller, President