

BYLAWS  
OF  
EAST METRO COMMUNITY MUSIC ASSOCIATION

**Article 1**  
**General Information**

**Section 1. Organization Name**

The name of this non-profit Organization shall be East Metro Community Music Association. The name may be represented as EMCMA.

**Section 2. Principal Office**

The principal office of the Organization is located in Multnomah County, State of Oregon. The Organization has a PO box located at:

PO Box 1911  
Gresham, Oregon 97030

**Section 3. Change of Address**

The designation of the county or state of the Organization's principal office may be changed by the amendment of these bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

*New Address:* \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Dated:* \_\_\_\_\_, 20\_\_\_\_

*New Address:* \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Dated:* \_\_\_\_\_, 20\_\_\_\_

## **Article 2 Nonprofit Purposes**

### **Section 1. IRC Section 501(c)(3) Purposes**

This Organization is organized exclusively for charitable, religious, educational, and scientific purposes (Section 501(c)(3) of the Internal Revenue Code), including, for such purposes, the making of distributions that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section 2. Specific Objectives and Purposes**

EMCMA's Mission is to elevate artists of all ages and abilities by promoting personal growth, social development, and community engagement through musical performance and education.

EMCMA's Vision is to support performing groups of all musical genres; to foster a love of music and sustain thriving musical traditions in our local communities; and to encourage volunteering and mentorship in support of music education.

## **Article 3 Organizational Leadership**

### **Section 1. Definitions**

The Board of Directors, or the Board, is composed of the Executive Officers and the Directors. All members of the Board are elected by the membership body of EMCMA.

The Executive Board consists of Executive Officers holding executive positions as defined by the Bylaws and are the most responsible for the effective governance and management of the organization.

Executive Officers or Officers are individual members that serve in the Executive Board as President, Vice President, Secretary, and Treasurer.

A Director is an individual member serving on the Board in a non-Executive position.

A Board Member is any Officer or Director.

## **Section 2. Legal Responsibilities of the Acting Board**

### **Duty of Care**

Each Board Member has a legal responsibility to participate actively in making decisions on behalf of the Organization and to exercise their best judgment while doing so. Each Board Member shall:

- A. Attend meetings
- B. Do homework for meetings and be prepared for knowledgeable voting
- C. Review finances and financial policies

### **Duty of Loyalty**

Each Board Member must put the interests of the Organization before their personal and professional interests when acting on behalf of the Organization in a decision-making capacity. The Organization's needs come first. Each Board Member shall:

- A. Adhere to the Organization's conflict of interest policy
- B. Disclose any conflicts of interest
- C. Avoid the use of non-profit organizations' opportunities for personal gain or benefit
- D. Maintain the confidentiality of the information about the organization

### **Duty of Obedience**

Each Board Member bears the legal responsibility of ensuring that the Organization complies with the applicable federal, state, and local laws and adheres to its Mission. Each Board Member shall:

- A. Ensure compliance with all regulatory and reporting requirements such as tax return (IRS 990) and renewing certificate of continuing existence
- B. Ensure compliance with state and federal filings requirements
- C. Examine all documents that govern the organization and its operation, such as the Bylaws
- D. Make decisions that fall within the scope of the Mission and governing documents

## **Section 3. Number of Board Members**

The number of Board Members shall be fixed through the Board fiscal year as defined in Art. 3, Sec. 7. The Board shall be made up of nine (9) positions of which a minimum of five (5) positions must be filled at all times.

#### **Section 4. Qualifications**

In order to qualify to be elected to the Board of Directors of this Organization a candidate shall:

- A. Be of the age of majority in the State of Oregon, which is the age of eighteen (18) years, and have all the rights and be subject to all the liabilities of a citizen of full age.
- B. Be a general member of the Organization in good standing for at least one calendar year, unless approved by a majority vote of the Board.
- C. Currently reside within Multnomah County, Oregon, or within any county in Oregon (Columbia, Washington, Clackamas, Hood River) or Washington State (Clark, Skamania) that shares a border with Multnomah County.

#### **Section 5. Powers**

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Organization, the activities and affairs of this Organization shall be conducted and all Organization powers shall be exercised by or under the direction of the Board of Directors.

#### **Section 6. General Duties**

It shall be the duty of the Board of Directors to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- B. Appoint and promote, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of agents and employees of the Organization;
- C. Supervise all officers, agents, and employees of the Organization to ensure that their duties are performed properly;
- D. Meet at such times and places as required by these Bylaws;
- E. Register their contact information to include address, phone number, and email address and state preferred method of contact with the Secretary of the Organization;
- F. Monitor the chosen methods of sharing information pertinent to the running of the Organization.

#### **Section 7. Terms of Office**

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors henceforth shall be approved by a majority of the eligible voting body of the Organization as prescribed by the Bylaws. Beyond the initial founding board, each Director shall hold office for a term of no more than three (3) years

or until their successor is elected and qualified. Furthermore, the following terms shall apply for any service of the Board of Directors:

### **Elections**

The Board positions are elected by majority vote of the general membership of EMCMA.

Of the nine (9) board positions, three positions will turn over every term year.

Elections for open board positions for the following term year will occur in May.

### **Length**

A term year period shall begin July 1st on the year of the member election and end on June 30th of the third following calendar year.

### **Re-Elections and Term Limits**

The same individual may be elected to two consecutive terms.

An individual who holds any Board position(s) for two consecutive terms may not hold any Board position in the following term, but may run again and hold a Board position the following term if elected.

### **Special Notes for Founding Board Members relating to Organization's Formation**

The first "elected" term shall begin on a date decided upon once the organization is officially and legally created, as agreed upon by the Founding Board once the creation process has been completed.

In order to prevent all founding board members turning over at once, in the best interest of the stability of the Organization, the initial founding board positions will face re-election of 3 members in the first year, 3 in the second, and the final 3 in the third year. A fair method of determining which positions will be up for re-election in each consecutive year will be agreed upon by unanimous vote of the founding board members.

### **Section 8. Compensation**

The Board of Directors shall serve the Organization on a part-time, voluntary basis so therefore will not receive monetary compensation nor should benefit personally from their service. While the Board will not receive compensation, neither should anyone be required to pay expenses above and beyond their personal donations, and carry any personal debt on behalf of the Organization. The Board of Directors may approve payment and/or reimbursement of

reasonable organizational-related expenses. No board member should suffer personally or financially for their services.

- A. Any payments to the Board of Directors shall be approved in advance in accordance with this organization's conflict of interest policy, as set forth in Article 9 of these bylaws.
- B. Board Members may deduct mileage expenses for trips to meetings and or other organizational events on their tax returns.
  - a. Board Members who receive more than \$600 per year should receive an IRS 1099 from the Organization and should file it accordingly along with their annual tax returns.
- C. Any future modifications to the compensation of board members shall be determined by a scheduled annual review of the Organization's fiscal standing.

### **Section 9. Place of Meetings**

Meetings of the Board of Directors shall be held at the principal office of the Organization unless otherwise provided by the Board or at such other place as may be designated by resolution of the Board of Directors. Meetings may be conducted virtually.

### **Section 10. Regular Meetings**

Regular meetings of the Board of Directors shall be held a minimum of ten (10) times per year.

### **Section 11. Special Meetings**

Special meetings of the board of directors may be called at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them.

### **Section 12. Notice of Meetings**

The following provisions shall govern the giving of notice for meetings of the board of directors:

- A. Regular Meetings. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date.
- B. Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by the Board's preferred methods of communication as laid out in Article 3, Section 6 of these bylaws and agreed upon by the board.

### **Section 13. Quorum for Meetings**

A quorum shall consist of a minimum of 51% of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion that the chair shall entertain at such meeting is a motion to adjourn.

In order to hold a meeting, at least two Executive Board members must be present.

### **Section 14. Action Without Meeting**

The Board may, without a meeting, use email or other electronic means to take action required or permitted to be taken at a Board meeting.

### **Section 15. Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

### **Section 16. Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated, or in their absence, by the Vice President of the Board, or in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Organization shall act as Secretary of all meetings of the Board, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

### **Section 17. Non-Liability of Directors**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Organization.

### **Section 18. Indemnification by Organization of Board Members**

The Board Members of the Organization shall be indemnified by the Organization to the fullest extent permissible under the laws of this state.

## **Section 19. Insurance for Organization Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Organization (including a director, officer, employee, or other agent of the organization ) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Organization would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

## **Article 4 Board Designation and Succession**

### **Section 1. Designation of Officers**

The Officers of the Organization shall be a President, a Vice President, a Secretary, and a Treasurer.

### **Section 2. Qualifications**

Anyone in the Organization's membership for 12 months or more may serve as a Board member of this Organization.

### **Section 3. Election and Term of Office**

Board Members shall be elected by the general Membership, during the election cycle. Each Board member shall hold office no more than 2 consecutive terms. Each Board member serves until their term is complete and their successor shall be elected and qualified, unless the sitting Board member is removed or is otherwise disqualified or unable to serve.

### **Section 4. Elections**

No later than May 31 of each year, an election shall be held in which all members of the Organization in good standing will have an opportunity to vote for the individual to hold each Board position during the following term. Members considering joining the board should provide written notification to the Secretary no fewer than 30 days prior to the election.

The system of voting shall be ranked choice voting, with each voting member ranking their top three candidates for the position. The threshold for a winner shall be fifty-one percent of the total votes cast.

Records shall be kept of which members cast votes in each election; however, the votes themselves shall be anonymous.

## **Section 5. Board Member Removal by the Board**

Any member of the Board may call for a vote to remove any member of the Board.

A vote to remove requires a supermajority of two-thirds of Board members' votes in order to be successful.

Upon a successful vote to remove a Board member, the removed member is relieved of responsibilities and powers and is no longer a member of the Board.

In the event the removed member was an Executive Board member, the remaining members of the Board shall vote to appoint another Board member to act in the vacated Executive role until another Board member is elected to the position.

If there are fewer than six months remaining in the term, no new Board member shall be elected to replace the vacated position until the following election in due course. Any member appointed temporarily to an Executive Board role shall act in that role until the beginning of the next term.

If there are six or more months remaining in the term, the remaining Board shall organize for a special election to occur within 30 calendar days of the removal of the Board member. This election will follow the same voting rules as the yearly election. The winner of the special election takes their position immediately upon completion of the election.

A Board member who is removed through this process may not hold any Board position for three years from the first day of the following term.

## **Section 6. Board Member Removal by the Organization Body**

Any member of the organization body in good standing may petition for a vote to remove any member of the Board.

For a vote to occur, a member of the organization must gather signatures from members of the organization totaling no less than one-third of the total membership and present this completed petition to the Board.

Upon receipt of a complete and valid petition, the Board shall organize a vote within 30 days in which all members of the organization have the opportunity to vote to remove the Board member in question.

The Board member in question is removed from the Board if greater than fifty percent of eligible voting members vote to remove the Board member.

For example, if there are 100 members in the organization, a total of fifty "Yes" votes to remove a member are required. Choosing not to vote is equivalent to a "no" vote.

Upon a successful vote to remove a Board member, the same process shall be followed as if the member were removed by a vote by the Board itself.

### **Section 7. Removal and Resignation**

Any Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the board of directors relating to the employment of any Officer of the Organization.

### **Section 8. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the board shall fill the vacancy. Vacancies occurring in offices of Board Officers appointed at the discretion of the board may or may not be filled as the board shall determine.

### **Section 9. Duties of President**

The President shall be the chief executive officer of the Organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Organization and the activities of the Officers. They shall perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed by the Board of Directors. Unless another person is specifically appointed as chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meetings of the Membership. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, they shall, in the name of the Organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may be authorized by the Board of Directors.

### **Section 10. Duties of Vice President**

In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## Section 11. Duties of Secretary

The Secretary shall:

- A. Certify and keep at the principal office of the Organization the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- B. Send notice of all general Board meetings to the Board of Directors and members.
- C. Compile and tally member votes in Board elections.
- D. Keep at the principal office of the Organization or at such other place as the board may determine, a book of minutes of all meetings of the Board of Directors, and, if applicable, meetings of committees of Directors and of the Membership, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- E. Ensure that the minutes of meetings of the Organization, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the Organization records of this Organization. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Organization by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
- F. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- G. Be custodian of the records and of the seal of the Organization and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the Organization.
- H. Keep at the principal office of the Organization a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, the Secretary shall record such fact in the membership book together with the date on which such membership ceased.
- I. Exhibit at all reasonable times to any Director of the Organization, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Organization.
- J. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to them by the Board of Directors.

## **Section 12. Duties of Treasurer**

The treasurer shall:

- A. Have charge and custody of, and be responsible for, all funds and securities of the Organization, and deposit all such funds in the name of the Organization in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- B. Receive, and give receipt for, monies due and payable to the Organization from any source whatsoever.
- C. Disburse, or cause to be disbursed, the funds of the Organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- D. Sign and cosign checks on behalf of the Organization.
- E. Keep and maintain adequate and correct accounts of the Organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- F. Exhibit at all reasonable times the books of account and financial records to any Director of the Organization, or to their agent or attorney, on request therefore.
- G. Render to the President and Directors, whenever requested, an account of any or all of their transactions as Treasurer and of the financial condition of the Organization.
- H. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- I. Chair the standing Finance Committee.
- J. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Organization, or by these Bylaws, or which may be assigned to them by the Board of Directors.

## **Article 5 Committees**

### **Section 1. Standing Committees**

The following Committees shall be created and maintained. Membership is appointed by the Board and may consist of any EMCMA members or employees except where specified. The Board may remove and replace any member of a Committee at any time, except when an Executive Board member's membership in a Committee is designated by these Bylaws.

- A. Finance: The Treasurer is Chair; other membership shall consist of either the President or Vice President, as well as at least one other individual.
  - a. The Finance Committee shall have oversight of financial activities, maintain financial records, and allocate funds for use by committees or subcommittees within the organization.
- B. Governance: Any Board member as Chair; other membership shall consist of at least two other individuals.

- a. The Governance Committee handles oversight of rules and procedures, elections and voting processes, Bylaws reviews, policy reviews, and other duties as assigned.
- C. Development: Any Board member as Chair; other membership shall consist of at least two other individuals.
  - a. The Development Committee is in charge of fundraising efforts, including but not limited to: grants, events, sponsorships, merchandising, and advertising.
- D. Membership: Any Board member as Chair; other membership shall consist of at least two other individuals.
  - a. The Membership Committee shall oversee the membership of the Organization, collect membership dues, maintain membership rolls and contact information, and make communications to the EMCMA membership from the Board of Directors or from other committees.
- E. Ensembles: Any Board member as Chair; other membership shall consist of at least two other individuals.
  - a. The Ensembles Committee shall oversee the formation of performing groups (Ensembles) within the Organization.
  - b. Upon formation of an Ensemble, the Ensembles Committee shall form a subcommittee to oversee that Ensemble. Each such subcommittee shall consist of the Director of the Ensemble, if any, and at least one other member of the Ensemble (minimum two members).
  - c. Ensemble Subcommittees shall oversee the direction of their Ensemble, schedule practices, rehearsals and performances, petition the Finance Committee for funds for their Ensemble, and so on.
  - d. The Ensembles Committee shall maintain records of EMCMA equipment to be used by Ensembles, including but not limited to: musical instruments; uniforms; maintenance equipment and supplies; vehicles; chairs, tables, tents and other event gear; any other item owned by EMCMA for the express purpose of use by a performing Ensemble. The Ensembles Committee shall maintain records of equipment loaned out to members of EMCMA Ensembles or outside organizations and keep records of any loan contracts. This record-keeping may be delegated to a subcommittee at the discretion of the Ensembles Committee.

## **Section 2. Subcommittees**

Standing Committees may form subcommittees with specific tasks or goals within the purview of the parent committee, and are given specific authority by the parent Committee to act in furtherance of those tasks or goals.

Subcommittees shall consist of at least three members appointed by the parent Committee. Subcommittees may consist of any EMCMA members or employees who have reached eighteen years of age, except in the case of Ensemble Subcommittees, which may consist of any members of the Ensemble they represent who have reached at least fourteen years of age.

The parent Committee may remove a Subcommittee member at any time. The Board may remove any member of a Subcommittee; a member so removed may not be reinstated without Board approval. The Board may bar any member from serving on any or all Committees.

Subcommittees may be disbanded at any time by the Board or by their parent Committee. Committees may also be created with a predefined condition for automatic disbanding, such as upon completion of a specific task or set of tasks. Any such temporary Subcommittee may be referred to as a “task force”.

### **Section 3. Meetings and Action of Committees and Subcommittees**

Meetings and action of Committees and Subcommittees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings, with such changes in the context of such Bylaws provisions as are necessary to substitute the Committee or Subcommittee and its members for the Board of Directors and its members, except that the time for regular and special meetings of Committees and Subcommittees may be fixed by resolution of the Board of Directors or by the Committee or Subcommittee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of Committees and Subcommittees to the extent that such rules and regulations are consistent with the provisions of these Bylaws.

## **Article 6 Conflict of Interest**

### **Section 1. Conflict of Interest Policy**

All Board Members shall comply with the Organization’s Conflict of Interest policy.

## **Article 7 Provision for Amending these Bylaws and Regular Reassessment of these Bylaws**

### **Section 1. Regular Reassessment of these Bylaws**

Once per calendar year, a Committee shall be created with the purpose of reviewing these Bylaws. This Committee is to review these Bylaws to ensure that they continue to meet and serve the Mission and Vision of EMCMA, ensure that the Bylaws contain accurate and inclusive language, and to write and propose amendments to modify the Bylaws. These proposals will be submitted to the Board for approval.

### **Section 2. Member Proposal of Amendments**

Any EMCMA member may submit an amendment proposal to the Board at any time.

### **Section 3. Structure of Amendment Proposals**

Amendment proposals include one or more of one or both of the following:

- A. Proposal to strike language: a proposal to remove one or more words from the bylaws.
- B. Proposal to add language: a proposal to add one or more words to the bylaws in a specific place in the document.

In order to change a portion of the bylaws, a proposal includes both a proposal to strike the existing language and a proposal to add the new language.

### **Section 4. Proposal Review, Adoption and Rejection**

The Board shall consider any proposed amendment within 60 days of receipt. During consideration, the Board shall discuss and debate the merits of the proposed amendment, adjust the language of the proposal if deemed necessary, and then vote to approve or reject the proposal. A simple majority of Board member votes is required to approve an amendment proposal.

Upon approval of a proposal, the language of these Bylaws is modified as proposed in the amendment; the new language is effective immediately.

Upon rejection of a proposal, no change is made to the Bylaws.

Upon either approval or rejection, the Board shall provide a brief statement for record of the reasoning behind the decision to approve or reject the proposal.

### **Section 5. Record of Amendment Proposals**

EMCMA shall maintain records, for the life of the organization, of all amendment proposals, the resolution of the consideration of amendment proposals, and reasons given by the Board for approval or rejection of amendment proposals.