

**BYLAWS OF THE
EVERGREEN COMMUNITY ORCHESTRA OF
SNOHOMISH COUNTY, WASHINGTON**

Amended July 13, 2019

Article I – Name

Sec. 1 The name shall be Evergreen Community Orchestra, also known as the ECO and/or the Corporation.

Article II – Purpose

Sec. 2 The ECO welcomes musicians of all backgrounds to come together for the love of playing and the benefit of the community.

Article III – Members

Sec. 1 Any musician may become a Member of the ECO by participating in its activities and remaining current in its monthly dues.

Sec. 2 Code of Conduct

Statement: The most satisfying orchestral environment is one in which everyone participates in the spirit of mutual trust and respect. Harassment, of any type, is a form of discrimination that is offensive, undermines the integrity of relationships within the orchestra and causes serious harm to the productivity, efficiency and stability of our organization, and most importantly, is not aligned with our Core Values.

Scope: Applies to all members of Evergreen Community Orchestra.

Prohibited Harassment/ Behavior:

All ECO members have the right to an environment free from harassing conduct, including, but no limited to, sexual harassment. Harassment on the basis of an associate's personal characteristics may include any of the following:

1. Race, color, ethnicity, Ancestry
2. Religion
3. Age
4. Disability
5. Sex / gender
6. Marital status
7. Military status
8. Musical ability, style, execution
9. Or any other biases protected by local, State, or Federal Law

Definitions of Harassment / Undesirable Behavior:

1. Persistent and/or unwelcome advice to anyone.
2. Use of severe words, phrases, gestures or actions toward another person that can or will create a hostile environment.
3. Verbal taunting on any subject as outlined in Prohibited Harassment / Behavior.

4. Outbursts and general disruptive behavior at rehearsal or performances.
5. Dishonest or disparaging statements.

Responsibilities:

1. The Conductor in charge is responsible for maintaining member order and respectful behavior.
2. The Conductor is responsible for member corrections.
3. The ECO compliance officer (Vice President) is primarily responsible for developing and periodically updating the Code. In addition, the compliance officer will investigate possible violations of the Code and ensure appropriate disciplinary or corrective action is taken when necessary.
4. The compliance officer will report to the Board all allegations of code of conduct violations for a review and/or decision for disciplinary action.

Reporting of Member Concerns:

1. Any member may file a complaint or concern with the compliance officer, regarding the prescribed Code of Conduct, either directly in person, by email or anonymously through the ECO website.
2. Any member that is witness to a code violation or concern may report to the compliance officer, either directly in person, by email or anonymously through the ECO website.
3. Reporting of false information may be cited as a violation of the Code of Conduct.

Sec. 3 Disciplinary Action

Statement:

The ECO Board members are committed to the excellence of our playing environment and wish to resolve amicably any and all concerns or complaints of Code of Conduct violations.

The ECO Board members will evaluate and discuss behavior violation concerns presented to the Board after a thorough investigation of the allegation. A two thirds majority vote prior to the commencement of disciplinary actions is required at the first violation. Subsequent violation concerns will be conveyed through email communication and proceed to step two. Should a continuous pattern of behavior violating our Code of Conduct occur, by the same individual, step three will be enforced after an email discussion and vote by the ECO Board.

Disciplinary Action Process:

1. First violation: A verbal warning will be given to the offending person by the Vice President, Conductor, and/or Musical Director.
2. Second Violation: A written warning will be given to the same offending member, and will be signed by the VP, Conductor, Musical Director and person involved.
 - a. The offending member must submit a written statement of behavioral change commitment to the VP at ECO email.
 - b. A copy of the signed warning will be filed in a secured location.
3. Third Violation: The VP and Musical Director will respectfully ask the offending member to leave the orchestra, immediately.
 - a. The member who has been asked to leave, should leave as soon as possible and must not return for the duration of the rehearsal/performance/event.
 - b. The member, who has been asked to leave for the duration of the current session, may petition in writing to return to the orchestra at the next rehearsal/performance/event.
4. If the same person violates our Code of Conduct, after the previous 3 steps, they will be excused permanently.

Sec. 4 Rehearsal Etiquette

ECO holds fast to our mission statement “To welcome musicians of all backgrounds”, and values the contribution of each member. To promote a welcoming atmosphere, members are expected to treat one another with mutual courtesy and respect.

Rehearsal Etiquette:

1. Commitment to participate in rehearsals is paramount.
2. There are no principal players in any section.
3. Orchestra parts are to be distributed among members equitably.
4. The Conductor will assign parts.
5. The Conductor will make player/playing corrections.
6. Rehearsal start time is 6:00 p.m. unless posted via website or email communication.
7. Players are to be in their seats, warmed up and ready to tune before rehearsal start time.
8. If work, traffic, etc. makes this difficult, please communicate with your section (or designated person) and report to the conductor.
9. Please refrain from talking during rehearsal time. (Even whispered conversations can be distracting to players and the conductor).
10. Cell phones need to be silent during rehearsal.

Article IV – Rehearsals and Meetings

Sec. 1 ECO rehearsals will be held weekly during the concert season or as called by the President or Executive Board, in agreement with the Conductor. A tentative calendar of rehearsals, concerts, Board meetings, and the Annual Meeting will be made available to all ECO Members at the beginning of each concert season.

Sec. 2 Any ECO Member who expects to be absent is asked to advise the First Chair of their Section, or their designee, and the Conductor in advance of the absence.

Sec. 3 ECO and/or Board Members will be notified of special meetings or rehearsals by the President or Executive Board will at least seven days' prior notice.

Sec. 4 The Annual ECO Membership Meeting will be held during the regularly scheduled rehearsal in the first week of February. Ballots shall be cast at this time for the purpose of electing Executive Board Officers, and other business may be determined by a simple majority vote of ECO Members in attendance.

Sec. 5 The business of the ECO will be administered by the Executive Board at regularly scheduled meetings. Board meetings shall be conducted according to *Robert's Rules of Order Revised*, except as noted within these Bylaws. Sec. 6 A simple majority of Executive Board Members shall constitute a quorum.

Sec 7. The Executive Board will present a twelve-month financial statement to the ECO for review and feedback at the Annual Meeting.

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Article V - Executive Board

Sec. 1 ECO Executive Board Members will consist of a President, Vice President, Treasurer, Recording Secretary, Publicity Chair, Music Librarian, two Members-at-Large, and a non-voting Executive Director. Board Members will serve one-year terms and may be re-elected (with the exception of the Executive Director, who is hired by the Board). Newly

elected Board Members will begin serving in the month following their election. All elected Board Members must be 18 years of age and are expected to attend Executive Board meetings and rehearsals, if appropriate, and remain current in their dues. If these conditions are not met, the Board Member in question may, by consensus of the Executive Board, be asked to resign.

Sec. 2 The Executive Board will act as the Board of Directors of the Corporation and shall conduct activities which promote the purposes of the ECO. The Board will also supervise the finances of the ECO. However, no Board Member will contract any debt on behalf of the ECO without permission of the Executive Board.

Sec. 3 Executive Board Members will participate on standing Committees, including the Finance, Fundraising, and Logistics Committees, as well as ad hoc Committees when necessary.
Orchestra Members may also participate on Committees.

Sec. 4 The President will: preside at all meetings of the Executive Board; enforce the ECO's bylaws; appoint, with the approval of the Executive Board and on an interim basis, an ECO Member or Associate to a vacant Board position; create, with the Conductor, a tentative calendar for each concert season, include dates for rehearsals, concerts, Board meetings, and the Annual Meeting; and make the calendar available to ECO Members.

Sec. 5 The Vice President will: in the absence of the President, act in lieu of the President; chair the Logistics Committee; organize the musical stands, chairs, musical instruments, and other non-literary assets owned and/or used by the ECO; organize the transport, set-up, and tear-down of equipment owned and/or used by the ECO at performance events; organize, with the Executive Director, necessary non-musical preparations for ECO performance events; and organize, with the Executive Director, necessary preparations for any fundraising opportunities at ECO performance events.

Sec. 6 The Recording Secretary will: record and keep all minutes of Executive Board meetings; create a list of ECO Members, including their email addresses and telephone numbers; notify ECO Members of all meetings and rehearsals not stipulated on the calendar; respond to inquiries from the ECO website and other communication from potential new ECO Members; and endeavor to contact and encourage all non-returning Members to continue with the ECO.

Sec. 7 The Treasurer will: chair the Finance Committee; work with the Executive Director to prepare an annual budget for the ECO; receive, record, and deposit funds; follow up with any ECO Member for non-payment of dues; pay outstanding bills approved by the Board of Directors; present monthly financial statements to the Board of Directors; and prepare all governmental forms as required by law.

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Sec. 8 The Publicity Chair will: arrange all advertising, publicity, and public relations for the ECO through available media, including the ECO website; and design and arrange for the printing of advertising material(s) for ECO performance events.

Sec. 9 The Music Librarian will: have charge of all procurement, storage, and distribution of music owned or borrowed by the ECO.

Sec. 10 The Member-at-Large positions (2) may participate on any standing and/or ad hoc Committees.

Sec. 11 The Executive Director will: chair the Fundraising Committee; work with the Treasurer to prepare an annual budget for the ECO; sign and execute all contracts on behalf of the ECO, with the approval of the Executive Board; cause all books, reports, and statements to be properly kept and filed as required by law; enforce the ECO's bylaws; supervise

the business of the ECO; and serve as a non- voting Member of the Board of Directors.

Sec. 12 The President Emeritus may serve on the Board of Directors in an advisory capacity.

Article VI – Elections

Sec. 1 At least one month prior to the Annual Meeting, the President will provide a signup sheet for ECO Members interested in filling Board positions. The Board will consider each candidate and prepare a ballot. Ballots will be cast at the Annual Meeting. Candidates will be notified of results by the President, pending verification by the Election Committee.

Article VII – Dues and Assessments

Sec. 1 Dues for ECO Members will be \$20 per month, unless amended by the Executive Board. Dues pay for music, venue rental, insurance, Conductor stipend, and other Orchestra-related expenses.

Sec. 2 Should the cost of dues present a financial hardship, an ECO Member may request assistance from the Treasurer. However, all ECO Members are expected to help support the Orchestra to the best of their ability. Any Member not in good standing will be advised of their status by the Treasurer. If arrears are not corrected within thirty days, the Member in question will be advised by the Treasurer and Vice President that they forfeit the right to participate in upcoming concerts until dues are paid.

Article VIII – Amendment of Bylaws

Sec. 1 ECO Bylaws may be amended or repealed by a simple majority vote of the Executive Board.

Sec. 2 Proposed changes must be presented to the Executive Board thirty days prior to the vote.

Article IX – Corporate Tax Year

Sec. 1 The tax year of the Corporation will end June 30. Any amendment to the end of the tax year shall be determined by the Executive Board.

Article X – Indemnification

Sec. 1 To the maximum extent authorized, pursuant to RCW 24.03.043 and 23B.17.030 and to the full extent permitted by the Washington Business Corporation Act and the Articles of Incorporation, the Corporation shall indemnify any director, officer, or person who was or is a party or is threatened to be made a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation against expenses (including attorney's fees), judgments, fines, and amounts paid to settlement actually and reasonably incurred by him or her in connection with any action, suit, or proceeding which the Corporation has the power to indemnify under the Washington Business Corporation Act as amended.

APPROVED BY

Michael Coats, President Date

Stephen Ngyyen, Recording Secretary Date

Receipt and approval acknowledged by the following Executive Board Members:

President Date

Vice President Date

Recording Secretary Date

Treasurer Date

Publicity Chair Date

Music Librarian Date

Member-at-Large #1 Date

Member-at-Large # 2 Date