

BYLAWS OF
THE KNOXVILLE SYMPHONY LEAGUE
ARTICLE I - NAME

Section 1: Name: The name of the organization shall be “The Knoxville Symphony League (KSL).”

ARTICLE II - PURPOSE

Section 1: Purpose: The purpose of this organization shall be to support, encourage, and promote the growth and development of the Knoxville Symphony Orchestra (KSO); to assist in its activities; to work for the expansion of interest and support for the orchestra while providing the members of the KSL with activities and projects which will be of personal value and enjoyment.

Section 2: The KSL shall work under the direction of and upon recommendation from the board of directors of the Knoxville Symphony Society (KSS), but the KSL shall exercise administrative control over its own organization, activities, and funds.

ARTICLE III - RELATIONSHIP

Section 1: Through its President and other officers, the KSL shall work in harmony and close cooperation with the board of directors of the KSS, but membership in one organization shall not automatically entitle one to membership in the other.

Section 2: The President, President-Elect and Executive Vice President of the KSL shall be members of the executive committee of the KSS by virtue of their office, but no responsibilities of budget, support, or other activities involving the KSL shall be delegated by the KSS to the KSL or accepted by the KSL without the approval of the President and board of directors of the KSL.

Section 3: The Executive Director of the KSO, President of the board of directors of the KSS, and the President of the KSL shall be considered the chief liaison officers between the KSS board of directors and the KSL.

ARTICLE IV - MEMBERSHIP

Section 1: Persons interested in the welfare of the KSO shall be eligible for membership in the KSL upon payment of annual dues.

Section 2: The amount of the annual membership fee shall be determined by the board of directors and payable by May 31 of each year to ensure listing in the membership book.

ARTICLE V - NOMINATIONS, ELECTIONS, AND INSTALLATION OF OFFICERS AND BOARD OF DIRECTORS

Section 1.A: The Nominating Committee shall consist of:

A chairman who has previously served as a nominating committee member. The chairman may serve repeated but not consecutive terms. The chairman shall preside over all Nominating Committee meetings as a non-voting member except in the case of a tie.

1. One member elected by the board of directors from the board of directors at the first board of directors meeting of the year.
2. One member elected by the board of directors from the general membership at first board of directors meeting of the year.
3. One member elected by the board of directors from the merit board at the first board of directors meeting of the year.
4. The President. He or she shall be a non-voting member.
5. The President-Elect. He or she shall be a non-voting member.
6. The Executive Vice President. He or she shall be a non-voting member.

Section 1.B: The duties of the Nominating Committee shall be:

1. Board of Directors:

a. Evaluate members of the board of directors and recommend either a termination of service or an invitation to be nominated for a new three-year term.

b. Invite recommendations for the board of directors from its current members. Nominate sufficient names for the board of directors to fill vacancies and check with same for permission to nominate.

c. Present in writing the slate of new members to the board of directors for election at the annual meeting.

2. Officers:

a. Select a slate of nominees for all elected offices and contact same for permission to nominate.

b. Present in writing the slate of nominees for election at the annual meeting.

3. Honorary Director Award:

Select a board of directors member or members to be honored for meritorious service as Honorary Director(s) and announced at the annual meeting. Honorary Directors shall be listed in the yearbook.

4. Special KSL Honoree of Year/Award:

May select a business and/or individuals as Honoree(s) of the Year and invite to annual meeting as guest(s) for presentation. These honorees shall be listed in the yearbook.

5. KSL Award of Merit:

May select a board of directors member who has had a significant impact on the KSL.

6. Presentation of Slate of Officers:

Section 1: The Nominating Committee will present to the board of directors the slate of officers, which shall include a Vice President to chair each standing committee, and members to the board of directors to be considered for election prior to the annual meeting.

Section 2: Nomination from the floor: Nominations may be made from the floor at the annual meeting provided the nomination is seconded by two members of the KSL and provided that the nominee, at the time of the meeting, consents to serve if elected.

Section 3: Election of Officers: Officers and members of the board of directors shall be elected at an annual meeting with installation of officers to take place in May.

Section 4: Terms of office: Each member of the board of directors shall assume office on June 1 for a term of three years and shall be eligible for re-election upon the expiration of his or her term. The term of one-third (1/3) of the members shall expire in May of each year. The nominating committee shall present a slate consisting of one-third (1/3) of the board of directors for election at the annual meeting. Any vacancy in office during a term may be filled at the next meeting of the board of directors upon recommendation from the nominating committee.

Section 5: Honorary Directors may continue as voting members of the board of directors upon payment of membership dues and purchase of a season ticket.

ARTICLE VI - FISCAL YEAR

Section 1: The fiscal year of the KSL shall begin on the first day of June and end on the last day of May in the following year. Section 2: The term of office of elected and appointed officials shall coincide with the fiscal year.

ARTICLE VII - MEETINGS

Section 1: Annual Meetings: There shall be at least one annual meeting of the general membership during the year, and other meetings shall be scheduled at the discretion of the board of directors and its officers. The new slate of officers and directors for the ensuing year shall be elected at a meeting of the membership and this meeting shall be considered the annual meeting.

Section 2: Other Meetings: In addition to the annual meeting, the KSL President or board of directors may call other meetings to be held at such time and place as determined by them.

ARTICLE VIII - DIRECTORS

Section 1: Number: There shall be a board of directors of not less than twenty-five (25) members but said board of directors may enlarge its membership to a total not to exceed sixty-six (66) members in a given year.

Section 2: Duties: It shall be the duty of the board of directors to manage the business of the KSL. Each director, except for executive committee members, shall

assume the major responsibility of a chairman, co-chairman, or vice-chairman of a committee unless all positions are filled, and all directors shall be required to attend or financially support two or more of the KSL's fundraisers as determined by the executive committee.

Section 3: Meetings: The board of directors shall have no less than four meetings per year in addition to the meeting for the election of officers. Special meetings may be called by the President or one of the vice Presidents or two directors.

Section 4: Quorum: Twenty percent (20%) of the authorized membership present in person shall constitute a quorum of the board of directors for the purpose of transacting business.

Section 5: Attendance: Each director shall attend a minimum of five board of directors meetings during the year. In the event that there are fewer than eight regularly scheduled meetings, each director shall attend at least half of the board of directors meetings except in cases of extreme illness or emergency, subject to approval by the executive committee on a case-by-case basis. Any director not fulfilling these requirements will be declared automatically resigned and the board of directors may fill the vacancy.

Section 6: The merit board of the KSL will consist of those members who have had nine years of service on the KSL board of directors, not necessarily consecutive years, or past Presidents, upon their request. Application for membership on the KSL merit board must be made by the KSL board of directors member on or before February 1 of each year. Responsibilities of KSL merit board members are to pay annual dues; be a season ticket holder; and serve in an advisory position(s) as needed to the KSL committee(s). There will be no attendance requirements to the KSL board of directors meetings unless one is also an officer of the board of directors. Merit board members in good standing shall be afforded the same privileges as members of the board of directors including voting privileges. In addition, KSL merit board members will be recognized at the annual meeting and will be listed separately in the yearbook and may change membership status to the KSL board of directors on a space available basis upon written application to the nominating committee on or before February 1 of each year.

ARTICLE IX - OFFICERS

Section 1: The KSL shall have as officers a President, a President-Elect, and Executive Vice President, not more than eight (8) Vice Presidents, a Recording Secretary, an Assistant Recording Secretary, a Corresponding Secretary, a Treasurer, an Assistant Treasurer, a Parliamentary Advisor, and a Merit Board Advisor and a Nominating Committee Chairman. Officers-elect shall work closely with elected officers during the spring KSL activities, and installation of new officers shall take place at the annual meeting.

Section 2:

PRESIDENT: The President shall be the chief executive officer of the KSL and shall preside at all meetings of members and of the board of directors. He or she shall be the representative of the KSL and shall assume such special powers and duties as may from time to time be delegated to him or her by the board of directors. He or she shall consider it his or her obligation to include the President-Elect in all meetings and acquaint him or her with all KSL activities. He or she shall serve on the board of directors and the executive committee of the KSS. The office of President, President-Elect and Executive Vice President may be shared if approved by the Board of Directors for election at the annual meeting. Starting with the 2021 fiscal year 2021 -22 a member of the Executive Board may not hold two positions at one time.

PRESIDENT-ELECT: The President-Elect shall serve on the executive committee of the KSL and on the board of directors and executive committee of the KSS and shall automatically succeed the President of the KSL. He or she shall maintain the membership activity file and shall collect, update and distribute the “Annual Reports/Job Descriptions” to all elected and appointed officials.

EXECUTIVE VICE PRESIDENT: The Executive Vice President, who shall be the immediate Past President, shall serve on the executive committee and on the board of directors and executive committee of the KSS. In the absence of the President or during the President’s inability to function, the Executive Vice President shall perform the duties of President. The Executive Vice President shall be chairman of the long range planning committee.

Section 3: VICE PRESIDENTS: The Vice Presidents shall have such duties and powers as may be delegated to them by the President.

Section 4: RECORDING SECRETARY: The Recording Secretary shall keep the records of the KSL except such records as are specifically assigned to others. He or she shall keep a record of the minutes of all meetings of the KSL, the board of directors, and the executive committee.

Section 5: ASSISTANT RECORDING SECRETARY: The Assistant Recording Secretary shall perform the duties of the Recording Secretary in his or her absence and shall maintain an attendance roll of executive committee and board of directors meetings and notify delinquent members. The record of attendance shall be reported to the President and the VP of Compliance in the months of November and March.

Section 6: CORRESPONDING SECRETARY: The Corresponding Secretary shall send notices to the appropriate parties of memorial contributions made to the KSL. The Corresponding Secretary shall send other correspondence as directed by the President of the KSL.

Section 7: TREASURER: The Treasurer shall have custody of all funds of the KSL and shall keep a complete and accurate record of all receipts and disbursements. The Treasurer shall supervise the bookkeeping of all committees. He or she shall deposit or shall authorize the Assistant Treasurer/President to deposit all funds in the name of the KSL in such depository as shall be approved by the board of directors. He or she shall sign all checks upon authorization of the President. If the Treasurer is unable to act, the checks shall be signed by the Assistant Treasurer with the authorization of the President. The Treasurer shall present a monthly report of receipts and disbursements and an annual accounting to the board of directors. This report should be presented at the annual meeting. In the event records are not available to make a complete report at this meeting, this information shall be presented no later than the first fall executive committee and board of directors meeting. The accounts of the Treasurer shall be audited annually. The Treasurer shall be chairman of the Finance Committee.

Section 8: ASSISTANT TREASURER: The Assistant Treasurer shall perform the duties of the Treasurer in his or her absence or inability to act or when there is need for additional assistance. The Assistant Treasurer shall be the designated Treasurer of the Symphony ShowHouse. He or she shall be vice-chairman of the Finance Committee.

Section 9: PARLIAMENTARY ADVISOR: The Parliamentary Advisor shall be present at all meetings with a copy of the KSL bylaws and the current edition of Robert's Rules of Order. It is the responsibility of the Parliamentary Advisor to enforce said regulations in all business of the KSL. The Parliamentary Advisor shall be chairman of the bylaws committee whenever it is determined that revisions are necessary.

Section 10: MERIT BOARD ADVISOR: The Merit Board Advisor shall impart the knowledge and experience from years of service within the KSL.

ARTICLE X - COMMITTEES

Section 1: STANDING COMMITTEES: There shall be a Vice President for each of the standing committees. The Vice President will serve as chair of their committee. With the exception of the Nominating Committee (see Article V, Section I), the Finance Committee and the Executive Committee, the committee chairmen select their own committee members. The President serves as an ex-officio member of all committees.

The standing committees are:

A. COMMUNICATIONS COMMITTEE. They shall maintain a communications and distribution network among the executive committee, board of directors, and general membership. This network to may include telephoning, emailing, and social media. They shall also serve as advisors on regular and bulk mailing activities.

B. EDUCATION COMMITTEE. It shall support educational activities relating to symphonic music such as the Young People's Concerts, the Knoxville Symphony Youth Orchestra, and the Concerto Competition. The Youth Orchestra Manager may serve on the committee.

C. EXECUTIVE COMMITTEE. It shall be composed of all elected officers of the board of directors, shall be empowered to transact any necessary business between meetings, and shall report all action to the board of directors.

D. FINANCE COMMITTEE. It shall anticipate the financial needs of the KSL and shall formulate an annual budget to be recommended for board of directors' approval in April, and upon final approval of the KSL general membership at the annual meeting held in May, present the budget for the fiscal year at the first board of directors meeting that follows the annual meeting. The Treasurer and Assistant Treasurer shall serve on the committee as chairman and vice-Chairman.

E. HOSPITALITY COMMITTEE. It shall plan social events to promote interest in League KSL activities and in the KSO. It shall work with the KSO Executive Director to welcome artists and visitors on Symphony KSO business, if needed.

F. MEMBERSHIP COMMITTEE. It shall work closely with the President-Elect and the Vice President for Membership, promoting the general membership of the KSL, recruiting new members, collecting dues and maintaining records. It shall be responsible for combining and proofreading all necessary materials for the yearbook, and for having it printed and distributed initially and throughout the year as new members join the KSL.

G. NOMINATING COMMITTEE (Refer to Article V, Section 1).

H. PUBLIC RELATIONS COMMITTEE. It shall direct all publicity for the KSL and may arrange programs of special interest in KSO or KSL activities, working closely with the Executive Director of the KSO. It shall be responsible for maintaining a scrapbook of KSL activities. It shall be responsible for additions to the KSL history in the yearbook.

I. WAYS AND MEANS COMMITTEE. It shall be responsible for fundraising projects subject to the KSL board of directors approval and shall serve as liaison with the KSO Development Director.

Section 2: AD HOC COMMITTEES may be appointed by the President of the KSL when necessary. The chairman and vice-chairman of ad hoc committees shall hold their offices until completion of the duties of the committees.

ARTICLE XI – AMENDMENTS

These bylaws may be amended at any meeting of the KSL provided a copy of the proposed amendment(s) as approved by the executive committee and board of directors has been sent to each member with a notice of the meeting.

ARTICLE XII - PROCEDURE

Section 1: All meetings of the KSL shall be governed by the current edition of Robert's Rules of Order.

Revised May 2019

POLICIES

1. A prospective member of the board of directors must have served one fiscal year as a KSL member.
2. A nominee for the office of President-Elect must have completed a minimum of one three-year term as a Member of the board of directors.
3. All members of the board of directors and Merit Board must be season ticket holders to at least one of the following: Masterworks, Chamber, or Pops series. This policy will be monitored by the Vice President of Compliance on an annual basis.
4. All publicity is to be presented for approval to the KSL Vice President of Public Relations.
5. All reimbursable expenses are to be submitted for approval to the KSL's Treasurer. Expenses may not exceed the allocated budget without prior approval from the KSL President.
6. It is recommended that each fundraising chairman will have a financial chairman to prepare a budget for the committee and to serve as a liaison between the committee and the Treasurer. The financial chairman will be appointed by the chairman of said committee.
7. All solicitation for sponsorships or major donations for any KSL project must first be cleared with the Development Director of the KSO.
8. No solicitation under the auspice of the KSL may be undertaken without prior approval of the Ways and Means Vice President. Furthermore, no goods or services may be sold to benefit another organization at a KSL-sponsored event.
9. A receipt or confirmation must be given for all money collected for any KSL event. (Exception: ShowHouse tour tickets.)
10. Every KSL member who attends a League KSL-sponsored event for which there is a charge must purchase have a paid reservation.
11. In the event of the death of a board of directors member or a member of their immediate family (husband, daughter, son, mother, father, sister or brother) a donation will be made by the KSL to the KSL Endowment Fund in their memory. Additionally, when a Past President or Honorary Director dies, the KSL will memorialize her with a gift to the KSL Endowment Fund.
12. All KSL members and guests are expected to honor reservation deadlines as published and not request that exceptions be made. All reservations are to be paid in advance.
13. The KSL Yearbook should contain a statement stipulating that the yearbook is for the use of the KSL only.
14. Due to the length of the board of directors meeting, before luncheons, board of directors members will be allowed to make reservations for reserved seating at the luncheon oneself and up to 5 guests.
15. Any KSL event committee determining the necessity for KSO staff attendance shall issue the invitation and assume payment at fair market value.

If the KSS determines that staff will attend the event, then the KSS or the employee ensures payment. The attendance of the KSO Music Director and/or the Executive Director at KSL events is always complimentary.

If payment at KSL events is not deemed complimentary by the KSL, the cost is assumed by the KSS, the individual, or the KSO. Any exceptions to the above policy must be jointly agreed upon by the President of the KSL and the President of the KSS.

. 16. To change the location of the KSL Ball, the motion must be taken to the executive committee. Upon their approval, it will then be submitted to the board of directors.

17. In the case of an Elegant Dining event incurring additional expense due to an act of God, the hosts/hostesses will not be responsible for more than their original financial commitment. The expense will be covered by the Elegant Dining budget.

18. The KSL annual dues required of each member shall be \$55.00