

**BYLAWS OF
THE KNOXVILLE SYMPHONY LEAGUE**

ARTICLE I – NAME and PURPOSE

Section 1: Name: The name of the organization shall be The Knoxville Symphony League, referred to hereinafter as the KSL.

Section 2: Purpose: The purpose of this organization shall be to raise funds for the Knoxville Symphony Orchestra (KSO). The KSL shall support, encourage, and promote the growth and development of the KSO, assist in its activities, 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.

ARTICLE II – STRUCTURE

Section 1: Through its President and other officers, the KSL shall work in harmony and close cooperation with the Knoxville Symphony Society (KSS) Board of Directors, but membership in one organization shall not automatically entitle one to membership in the other.

Section 2: The President, President-Elect and President Emeritus of the KSL shall be members of the KSS Board 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 the KSL Board of Directors.

Section 3: The Chief Executive Officer of the KSO, President of the KSS Board of Directors and the President of the KSL shall be considered the chief liaison officers between the KSS Board of Directors and the KSL.

ARTICLE III – MEMBERSHIP AND MEETINGS

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 dues shall be determined by the Board of Directors and payable by May 31 of each year to ensure listing in the membership book.

Section 3: Annual Meetings: There shall be at least one annual meeting of the general membership during the year. The new slate of officers and directors for the ensuing year shall be elected at the annual meeting. Votes by proxy will not be accepted.

Section 4: 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 IV – BOARD OF DIRECTORS

Section 1: 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 chairperson, co-chairperson, or vice-chairperson of a committee unless all positions are filled. All Directors shall be required to attend or financially support two (2) or more of the KSL's fundraisers, pay annual dues and shall be a season ticket holder. Board members will be assigned mentorship duties of new members as needed.

Section 2: Meetings: The Board of Directors shall have no less than four (4) meetings per year in addition to the meeting for the election of officers. Special meetings may be called by the President, one of the Vice Presidents or two Directors. When circumstances prevent in-person meetings, electronic meetings may be held if approved by the Executive Committee.

Section 3: Quorum: Fifty percent (50%) of the authorized board membership present shall constitute a quorum of the Board of Directors for the purpose of transacting business.

Section 4: Attendance: Each Director shall attend a minimum of five (5) Board of Directors meetings during the year. In the event that there are fewer than eight (8) regularly scheduled meetings, each Director shall attend at least half of the Board of Directors meetings except in cases of extreme illness, emergency, or special Board needs, subject to approval by the Executive Committee on a case-by-case basis.

Section 5: Merit Board: The Merit Board shall consist of those members who have had nine (9) 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, purchase season tickets and serve in an advisory/supportive 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 membership book.

ARTICLE V – EXECUTIVE COMMITTEE, OFFICERS, AND DUTIES

Section 1: Executive Committee: The Executive Committee shall be composed of the following elected officers: President, President-Elect, President Emeritus, Treasurer, Recording Secretary, Vice President of Ways and Means and the Parliamentary Advisor and shall convene on short notice to address urgent business. All actions shall be reported to the Board of Directors.

Section 2: Officers: The KSL shall have as officers a President, President-Elect, President Emeritus, up to eight Vice Presidents, a Recording Secretary, Corresponding Secretary, Treasurer, Parliamentary Advisor, Merit Board Advisor and Nominating Committee Chairman. Each officer shall serve for a term of one year. An officer is eligible to serve additional terms if nominated. The same person may hold more than one office, except neither the Recording Secretary nor the Treasurer may serve concurrently as President.

Section 3: Duties:

- A. **PRESIDENT** shall be the Chief Executive Officer of the KSL and shall preside at all meetings of members and of the Board of Directors. She/he shall be the representative of the KSL and shall assume such special powers and duties as may from time to time be delegated to her/him by the Board of Directors. She/he shall include the President-Elect in all meetings and acquaint her/him with all KSL activities. She/he shall serve on the KSS Board of Directors.
- B. **PRESIDENT-ELECT** shall serve on the KSL Executive Committee and on the Board of Directors and on the KSS Board of Directors and shall automatically succeed the President of the KSL. At the request of or temporary absence of the President, the President-Elect shall preside over meetings of the Board, the Executive Committee and membership business.

- C. **PRESIDENT EMERITUS** shall serve on the KSL Executive Committee and on the Board of Directors and the KSS Board of Directors. If the current President cannot fulfill her/his term the President Emeritus will serve as interim President until the Nominating Committee acts on the vacancy.
- D. **RECORDING SECRETARY** shall record, distribute and maintain the minutes of all meetings of the KSL Board of Directors and the Executive Committee and shall email the minutes within seven (7) business days of the Board meeting to the Board and Merit Board. She/he shall maintain an attendance roll of said meetings and report same monthly to the President and the Vice President of Compliance. In her/his temporary absence the President shall designate a replacement for recording meeting minutes and attendance.
- E. **CORRESPONDING SECRETARY** shall send notices to the appropriate parties of memorial and honorarium contributions made to the KSL. She/he shall send other correspondence as directed by the KSL President.
- F. **TREASURER** shall supervise the bookkeeping of fundraisers and hospitality. The Treasurer shall present a monthly report of receipts and disbursements as sent to her/him by the KSO's Director of Finance and an annual accounting to the Board of Directors. This report shall 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 KSL Board of Directors meeting. The Treasurer shall be chairman of the Finance Committee.
- G. **PARLIAMENTARY ADVISOR** shall be present at all Executive Committee meetings and Board of Directors 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.
- H. **VICE PRESIDENT COMMUNICATIONS** shall lead the Communications Committee and shall be responsible for developing and maintaining the overall communications for the KSL. This includes newsletters, email correspondence, social media, website presence, mailing and telephoning.
- I. **VICE PRESIDENT COMPLIANCE** shall monitor the compliance of the Board of Directors and the Merit Board.
- J. **VICE PRESIDENT EDUCATION** shall lead the Education Committee in support of educational activities relating to symphonic music and helps ensure funding for the KSYO Scholarship.
- K. **VICE PRESIDENT HOSPITALITY** shall lead the Hospitality Committee in planning of social events to promote interest in KSL activities.
- L. **VICE PRESIDENT MEMBERSHIP** shall lead the Membership Committee and be responsible for recruitment, orientation, mentoring and retention of members. She/he shall collect membership dues and shall oversee records and publication of the membership book.
- M. **VICE PRESIDENT PUBLIC RELATIONS** shall coordinate publicity through local media, working closely with the KSL President and the CEO of the KSO.

- N. **VICE PRESIDENT WAYS & MEANS** shall be responsible for fundraising projects subject to the KSL Board of Directors' approval and shall serve as liaison with the KSO Development Director.
- O. **NOMINATING COMMITTEE CHAIRMAN** shall have previously served as a Nominating Committee member and may serve repeated but not consecutive terms. She/he shall preside over all Nominating Committee meetings as a non-voting member except in the case of a tie.
- P. **MERIT BOARD ADVISOR** shall serve as liaison with the Merit Board members and shall impart knowledge and experience from years of service within the KSL.

ARTICLE VI – COMMITTEES AND JOB DESCRIPTIONS

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 Executive Committee, the Finance Committee and the Nominating Committee, the committee chairmen select their own committee members and whose names shall be listed in the membership book. The President serves as an ex-officio member of all committees except the Nominating Committee.

The standing committees are:

- A. **COMMUNICATIONS COMMITTEE** shall include the Vice President for Communications and works with the chairs of key fundraising events, Vice President of Hospitality, Vice President of Education, and Vice President of Membership to ensure consistent messaging.
- B. **EDUCATION COMMITTEE** shall support educational activities relating to symphonic music such as the Young People's Concerts, the Knoxville Symphony Youth Orchestra and the Youth Choir.
- C. **FINANCE COMMITTEE** shall anticipate the financial needs of the KSL and shall formulate an annual budget to be recommended for Board of Directors' approval each year 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 shall serve on the committee as chairman. The President, President-Elect, President Emeritus and Vice President of Ways and Means shall serve on the committee.
- D. **HOSPITALITY COMMITTEE** shall assist the Vice President of Hospitality with the KSL social events.
- E. **MEMBERSHIP COMMITTEE** shall work closely with the Vice President of Membership recruiting new members, maintaining records, and publication and distribution of the membership book.

F. NOMINATING COMMITTEE, NOMINATIONS, ELECTIONS, AND INSTALLATION OF OFFICERS AND BOARD OF DIRECTORS

Section 1.A: The Nominating Committee works closely with the President-Elect and shall consist of a Chairman as a non-voting member, two (2) members from the Board of Directors, two (2) members from the general membership, and one member from the Merit Board to be elected at the first Board of Directors meeting of the year. The President-Elect shall be a non-voting member.

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 the KSL membership 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 the same for permission to nominate.
 - b. Present in writing the slate of nominees for election at the annual meeting.
- 3. **Honorary Director Award:** May 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 membership book.
- 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 membership book.
- 5. **KSL Award of Merit:** May select a Board of Directors member who has had a significant impact on the KSL and shall be announced at the annual meeting and shall be listed in the membership book.
- 6. **Presentation of Slate of Officers:**
 - a. The Nominating Chairman shall present the slate of officers to the Board of Directors at the April meeting. This shall include a Vice President to chair each standing committee, and members of the Board of Directors to be considered for election prior to the annual meeting.
 - b. 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.
 - c. Election of Officers: Officers and members of the Board of Directors shall be elected at an annual meeting with the installation of officers to take place in May.
 - d. Terms of office: Each member of the Board of Directors shall assume office on June 1 for a three-year term and shall be eligible for re-election upon the expiration of her/his term. Any vacancy in office during a term may be filled at the next Board of Directors meeting upon recommendation from the Nominating Committee.

G. **WAYS AND MEANS COMMITTEE** shall include the chairman and co-chairmen of major fundraising events and shall work under the direction of the Vice President of Ways and Means.

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 VII – ORGANIZATION

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.

Section 3: AMENDMENTS: These Bylaws shall be amended upon recommendation of the Board of Directors by a 2/3 vote of those present at any meeting provided the amendment(s) has been submitted in writing/email ten (10) days prior to said meeting. General membership voting may take place electronically with amendment(s) emailed ten (10) days prior to voting.

Section 4: All meetings of the KSL shall be governed by the current edition of Robert's Rules of Order in which they are not inconsistent with these Bylaws and Policies.

These revised Bylaws of the KSL were accepted on Sept 6, 2023.

POLICIES

1. The KSL annual dues required of each member shall be \$75.00.
2. It is recommended that a nominee for the office of President-Elect have completed a three-year term as a member of the Board of Directors.
3. All members of the Board of Directors must be season ticket holders to at least one of the following: Masterworks, Chamber, or Pops series. This policy will be monitored annually by the Vice President of Compliance.
4. A board member who is absent from two (2) consecutive regular Board Meetings during the fiscal year shall be encouraged to reevaluate with the President her/his commitment to the KSL.
5. As a courtesy, the President, President-Elect and Vice President of Ways and Means should be notified of all committee meeting dates and time.
6. Vice Presidents of each committee shall submit a list of their committee members to the President and Vice President of Membership by August 15.
7. Each fundraising committee chairman shall have a financial chairman to prepare a budget for the committee and to serve as a liaison between the committee, the Treasurer and the Vice President of Ways and Means. The financial chairman will be appointed by the chairman of said committee.
8. 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 Operations budget.
9. Expenses are to be approved by the committee chair and may not exceed the allocated budget without prior approval from the KSL President. Reimbursement requests are to be sent to the KSO's Director of Finance.
10. The KSL representative at the quarterly KSL Endowment meetings at The Trust Company shall be appointed by the Finance Committee.
11. At the beginning of the new fiscal year (usually in June) the President and the President Emeritus will host a social gathering/transition meeting for the current Board of Directors and incoming Board of Directors.
12. Detailed job descriptions and timelines for each officer or chairman, and operating procedure manuals for each committee, will be maintained by officers and committee chairman. A copy will be forwarded to the incoming officers and chairman during the transition meeting.
13. Merit Board applications shall be given to the Merit Board Advisor on or before February 1 of each year.
14. All solicitation for sponsorships or major donations for any KSL project must first be cleared with the Development Director of the KSO.
15. No solicitation under the auspices of the KSL may be undertaken without prior approval of the

Vice President of Ways and Means. Furthermore, no goods or services may be sold to benefit another organization at a KSL-sponsored event.

16. All publicity is to be presented for approval to the KSL Vice President of Public Relations.
17. Every KSL member who attends a KSL-sponsored event for which there is a charge must purchase a paid reservation.
18. 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.
19. 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 CEO 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 KSL President, the KSS Board President and the KSO CEO.
20. The President of the KSS, the KSO CEO and the KSO Music Director shall be invited to the KSL annual meeting and shall be included on the program.
21. A receipt or confirmation must be given for all money collected for any KSL event. Receipts are sent from the KSO office.
22. 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.
23. President's Pin – The cost of a sterling silver President's pin shall be covered by the KSL. Should the President desire a gold pin she/he must be financially responsible for the difference in cost of silver versus gold. If one serves as President more than once she/he shall not receive an additional pin.
24. To ensure that funds are credited to the correct category, appropriate forms are to be included with the submission of funds by Chairs to the KSO's Director of Finance.
25. The Vice President of Communications shall monitor KSL forms, shall ensure they include the current KSL logo, shall oversee the updating as appropriate showing the revision date, and shall oversee the ordering of envelopes and note cards.
26. The KSL membership book should contain a statement stipulating that it is for the use of the KSL only.

Policies revised August 23, 2023

Note: These Policies are not part of the Bylaws and may be amended by action of the KSL Board of Directors.