

BY-LAWS OF
THE SAN MARCOS ARTISTS' RETENTION AND TRAINING ORCHESTRA
(Adopted September 2015)

ARTICLE I: ORGANIZATION

1. This organization shall be known as the San Marcos Artists' Retention and Training Orchestra, hereinafter referred to as the "SMART Orchestra."
2. The organization and all of its registered members will meet once annually, hereinafter referred to as the "Annual Meeting" to elect officers to the Board of Directors and report on the organization's activity. Additional meetings to report on the organization's activity may be scheduled as needed.

DEFINITION OF TERMS

1. "SMART" shall mean the San Marcos Artists' Retention and Training Orchestra.
2. "The Board" shall mean the Board of Directors of SMART.
3. "The Staff" shall refer any employee of the organization, including but not limited to the Executive Director, the Artistic Director, Associate Directors, Instructors, and Interns.
4. "Members" shall mean any individual who has met the membership requirements as stated in Article III of these by-laws.
5. "The Membership" shall mean all voting members of SMART.
6. "The Concert Season" shall refer to the period of rehearsals and concerts, usually extending from the months of August through July.

ARTICLE II: PURPOSE

The San Marcos Artists' Retention and Training Orchestra (SMART) is dedicated to the enhanced appreciation and understanding of orchestral music in San Marcos and its surrounding communities. This is accomplished by providing an opportunity for developing musicians to perform and learn in a full symphony orchestra as well as through a free, community concert series, various educational outreach opportunities, and instructor and internship programs.

ARTICLE III: MEMBERSHIP

1. Membership is open to all persons who possess the skills necessary to perform standard orchestral literature or who provide services needed for the performance of that literature.
2. Members must complete a Membership Application form and fulfill payment of dues or designated fees.

3. Members that will be performing with the orchestra will be required to audition in front of a panel of judges consisting of the SMART Artistic Director(s) and SMART Instructors for orchestral placement.
4. Voting rights are extended to each member on the basis of one vote per member on each matter submitted to a vote of the Membership.
5. Reasons for termination of membership are:
 - a. Failure to pay dues or designated fees.
 - b. Failure to comply with the terms outlined in the “SMART Membership Expectations” form
 - c. Notification of Board of Directors’ decision for cause.
6. Renewal of membership may be made year to year by completing a Membership Application form, paying the appropriate membership dues, and, if performing with the orchestra, auditioning for orchestral placement.

ARTICLE IV: BOARD OF DIRECTORS

1. The SMART Orchestra shall be governed by a Board of Directors.
2. The Board shall be responsible to the Membership to ensure that all operations of the organization, its staff, and personnel align with the SMART Orchestra’s stated mission.
3. The Board shall consist of five (5) elected officers: President, Vice President of Membership, Vice President of Community Relations, Secretary, and Treasurer; and an unrestricted number of Members-at-Large.
4. Officers shall be elected by the Membership at the Annual Meeting.
5. Member-at-Large shall be defined as any person who does not hold a specific title or elected office whose membership has been approved by a majority vote of the Board of Directors.
6. The Board shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all members of the Board.
7. A mid-term vacancy for an elected officer of the Board may be filled by appointment through majority vote of the Board.
8. The term for a member of the Board is one (1) year with no limitation to the number of consecutive terms that any one member may serve, as long as that member meets all qualifications for that position and are elected by a majority vote of the Membership at the Annual Meeting.
9. Executive and Artistic Directors will serve on the Board as ex-officio, non-voting members.
10. A member of the Board may be removed when sufficient cause exists for such removal. Allowances for removal from the Board are as follows:
 - a. The Board of Directors may entertain charges against any member of the Board.

- b. A member of the Board may be represented by counsel upon any removal hearing.
- c. The Board of Directors shall adopt rules for a removal hearing as deemed necessary and only when those rules are considered necessary for the best interests and longevity of the organization.

ARTICLE V: OFFICERS

1. **President:** The President shall serve as the orchestra's executive representative on the Board of Directors and shall preside over all meetings of the Membership and the Board as a voting member. The President shall oversee all operations to ensure the preservation and development of the organization's mission and will serve as chairman on the Board of Directors.
2. **Vice President of Membership:** The Vice President of Membership shall serve as a representative of the Membership to the Board as a voting member. The Vice President of Membership shall support the Executive Director in maintaining all records relating to the Membership, support the Artistic Directors with the audition process, and shall oversee all social activities for the Membership as a result of their participation in the orchestra, including any meals or break time snacks.
3. **Vice President of Community Relations:** The Vice President of Community Relations shall serve as the orchestra's representative for prospective orchestra members, audience members, and donors as a voting member. The Vice President of Community Relations shall report the status of marketing endeavors and donor acquisitions at each Board meeting and maintain all records related to outreach and inter-organizational relationships with the support of the Executive Director.
4. **Secretary:** The Secretary shall record minutes of all meetings, serve as the historian of the orchestra, and maintain all business records of SMART as a voting member. The Secretary shall give notice of all meetings, including the Annual Meeting and meetings of the Board.
5. **Treasurer:** The Treasurer shall report the status of SMART finances at each Board meeting, maintain all financial records of SMART, and prepare an annual budget for revenue and expenditures as a voting member.

ARTICLE VI: EXECUTIVE DIRECTOR

The Executive Director shall be responsible for carrying out the day-to-day business of the SMART Orchestra.

1. The role of Executive Director will be open to qualified individuals who are interested in pursuing SMART's mission by overseeing and executing all business operations of the organization.

2. The Executive Director shall act as chief of staff and preside over all meetings of SMART Instructors and/or Interns.
3. The Executive Director must complete an Executive Director Application Form, including a copy of their most recent resume, and perform an interview with the Artistic Director and the Board President.
4. The Executive Director will be recommended to the Board by the President of the Board and appointed only after a majority vote by the Board.
5. The Executive Director will receive a stipend twice per Concert Season for an amount designated and approved by the Board of Directors before appointment.
6. The term of Executive Director is one (1) year with no limitation to the number of consecutive terms that any one Executive Director may serve, as long as that Director meets all qualifications for the position and is elected by a majority vote of the Board of Directors at the Annual Meeting.

ARTICLE VII: ARTISTIC DIRECTOR

1. The role of Artistic Director will be open to qualified individuals who are interested in pursuing SMART's mission by way of musical development or expansion.
2. The Artistic Director of SMART shall serve as the orchestra's musical and creative representative and shall preside over all rehearsals and concerts, and facilitate meetings of SMART Instructors and/or Interns.
3. The Artistic Director must complete an Artistic Director Application form, including a copy of their most recent resume, and perform an interview with the senior-ranking Artistic Director and Board President.
4. The Artistic Director will be recommended to the Board by the President of the Board and appointed only after a majority vote by the Board.
5. The Artistic Director will receive a stipend twice per Concert Season for an amount designated and approved by the Board of Directors before appointment.
6. The term of an Artistic Director is one (1) year with no limitation to the number of consecutive terms that any one Artistic Director may serve, as long as that Director meets all qualifications for the position and is elected by a majority vote of the Membership at the Annual Meeting.
7. Multiple Artistic Directors may be hired to serve the orchestra. If more than one Artistic Director is hired, only one Artistic Director will be considered the "Senior Artistic Director," who will perform the role outlined above for the entire organization, while any other Artistic Director will be considered the "Associate Artistic Director" and will perform in the capacity of the role above for the designated entity of the organization they were hired for.

ARTICLE VIII: INSTRUCTORS

1. Instructing opportunities will be offered to qualified individuals who are interested in observing or teaching within the SMART Orchestra.
2. Instructors of SMART shall serve as the orchestra's musical and instructional support representatives and shall preside over sections or specified groups of musicians as designated by the Artistic Director.
3. Instructors must complete an Instructor Application form, including a copy of their most recent resume, and perform an interview with the Artistic and Executive Directors.
4. Instructors may be hired in the capacity of a "Senior" or "Junior Instructor." Senior Instructors are individuals who have received a college degree and/or have adequate experience in their specialized area of instruction. Junior Instructors are individuals who have not received a college degree in their designated area of instruction and do not have adequate experience in a specialized area of instruction. Both instructor types will serve the same purpose and role in supporting the orchestra.
5. Instructors will be recommended to the Board by the Executive Director and appointed only after a majority vote by the Board.
6. Instructors will receive a stipend twice per Concert Season for an amount designated and approved by the Board of Directors before appointment.
7. The term of an Instructor is one (1) year with no limitation to the number of consecutive terms that any one Instructor may serve, as long as that Instructor meets all qualifications for the position and is conferred with a majority vote of the Board.

ARTICLE IX: INTERNS

1. Internship opportunities will be offered to qualified individuals who are interested in observing or assisting SMART Instructors or Artistic Directors.
2. Interns of SMART shall serve as the orchestra's musical and creative support representatives and shall work in designated roles and capacities within specific sections of the orchestra or with specified groups and may perform administrative tasks as designated by the Artistic and Executive Directors or Instructors.
3. Interns must complete an Internship Application form, including a copy of their most recent resume, and perform an interview with the Artistic and Executive Directors.
4. Interns will be recommended by the Executive Director and be appointed only after a majority vote of the Board.
5. The term of an Intern is one (1) year with no limitation to the number of consecutive terms that any one Intern may serve, as long as that Intern meets all qualifications for the position and is conferred by a majority vote of the Board.

ARTICLE X: COMMITTEES

Standing Committees of the SMART Orchestra shall be as follows:

1. **Membership/Personnel Committee:** The duties of the Membership/Personal Committee shall include the preparation of a list of nominees for elected offices, the development and maintenance of a list of member expectations for the SMART Orchestra, assisting the Executive Director as needed or requested in the resolution of membership and personnel issues, organizing all social, non-rehearsal events for members including meals and group excursions, and working closely with the Artistic Director in the acquisition of musician personnel. The Vice President of Membership shall serve as chairman of the Membership/Personnel Committee.
2. **Community Relations Committee:** The duties of the Community Relations Committee shall be to develop and implement an annual community relations plan for the SMART Orchestra, including the production of periodic newsletters, flyers, posters, and other media forms, and notifying various media outlets of the activities of the orchestra. The Vice President of Community Relations shall serve as chairman of the Community Relations Committee.
3. **Finance Committee:** The duties of the Finance Committee shall be to assist in the preparation of the Annual Projected Budget for approval by the Board at its initial meeting for the ensuing concert season and plan and coordinate fundraising efforts for the orchestra. The Board Treasurer shall serve as chairman of the Finance Committee.

Additional Committees of the SMART Orchestra may be as follows:

1. **Educational Outreach Committee:** The duties of the Educational Outreach Committee shall be to develop an annual outreach plan that includes activities that engage local and surrounding schools, businesses, organizations, and private citizens in musical experiences in an effort to foster an appreciation for orchestral music or personal musical development. The Vice President of Community Relations shall serve as chairman of the Educational Outreach Committee.
2. **Production Committee:** The duties of the Production Committee shall be to develop and print programs for each concert, prepare the rehearsal room and concert venues for each rehearsal and performance, and acquire all necessary equipment and volunteers for each event hosted by or for the SMART Membership. The Executive Director shall serve as chairman of the Production Committee.
3. **Music/Repertoire Committee:** The duties of the Music/Repertoire Committee shall be to serve as a liaison between the Membership, the Artistic Director, the Board Treasurer, and the Board Secretary in the logistics of repertoire selection and to assist the Artistic Director in ensuring the availability of parts for rehearsal and performers as required or requested. The Artistic Director shall serve as chairman of the Music/Repertoire Committee.

4. **Instructor/Intern Support Committee:** The duties of the Instructor/Intern Support Committee shall be to serve as a liaison between the Membership, the Artistic Director, the Instructors, and the Interns in the logistics of sectional preparation, planning, and musical development. The Associate Artistic Director shall serve as chairman of the Instructor/Intern Support Committee.
5. **By-Laws Committee:** The duties of the By-Laws Committee shall be to annually review the By-Laws of SMART and submit written changes or amendments to be proposed to the Board in time for notification of the Membership before the Annual Meeting. The Board President shall serve as chairman of the By-Laws Committee.

Ad Hoc Committees:

1. Ad Hoc Committees may be appointed by majority vote of the Board of Directors at any time in order to carry out any legitimate business of the SMART Orchestra that would normally not fall under the purview of a standing committee.
2. Ad Hoc Committees will automatically expire upon conclusion of the Concert Season or at any time by way of majority vote of the Board.

ARTICLE XI: MEETINGS

Annual Meeting of the Membership:

1. An Annual Meeting shall be held each year before the first concert of the Concert Season begins to hear reports from Board members, Executive, and Artistic Director and committees, and to act upon any general business, including the election of Board members and officers.
2. The meeting shall be chaired by the President of the Board or duly-appointed designee, and shall proceed by the most recent edition of Robert's Rules of Order.
3. Notification of each Annual Meeting shall be presented to the membership at least two weeks prior to the date of the meeting.
4. The Board shall make a reasonable effort to notify all eligible members through any or all of the following methods: the SMART Orchestra website, verbal announcements at rehearsals, voice-mail, email, and hand distribution of announcements or flyers. The notification shall include the Membership/Personal Committee's proposed slate of candidates for election of the ensuing season's Board of Directors.
5. A quorum for the Annual Meeting shall consist of fifty-percent (50%) of the Membership.
6. Each member shall have one (1) vote and such voting may not be done by proxy.
7. As the need arises, the Board may call a meeting of the general membership at any time during the Concert Season, as the need arises.

General Meetings of the Board of Directors:

1. General meetings of the Board of Directors shall be held a minimum of four (4) times during the Concert Season to hear reports from Board officers and committees and to act upon any general business.
2. The meeting shall be chaired by the President of the Board or duly-appointed designee, and shall proceed by the most recent edition of Robert's Rules of Order.
3. General meetings of the Board of Directors are open to active members as well as non-members upon request and through invitation and majority vote by the Board.
4. A quorum for the general meetings of the Board shall consist of fifty-percent (50%) of the members of the Board.
5. Each member of the Board shall have one (1) vote and such voting may not be done by proxy.
6. The Board may make such rules and regulations covering its meetings as it may determine necessary.

ARTICLE XII: DUES

1. Membership dues shall be collected annually to support SMART's mission.
2. All monies associated with membership dues shall be invested directly into the expenses associated with operating the organization, but will not be used to subsidize salary or wages for any service performed by a member of the SMART Orchestra.
3. Membership dues shall not apply to members of the Board, Executive Director, Artistic Director, Instructors, or Interns. All remaining members are required to submit the requested dues or make
4. Requirements and exceptions to membership dues shall be subject to affirmative vote by the Board of Directors.

ARTICLE XIII: AMENDMENT OF BY-LAWS

1. Upon recommendation by the Board, these By-Laws may be changed or amended by no less than an affirmative vote of not less than three-quarters (75%) of the Membership in attendance at an Annual Meeting of the SMART Orchestra in which there is a quorum.
2. No amendments can contradict any other established part of the By-Laws.

ARTICLE XIV: STATEMENT OF DISSOLUTION

1. In the event of dissolution of the SMART Orchestra, the Board shall distribute all assets of the corporation over to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the United States Internal Revenue Service.

2. Dissolution of the SMART Orchestra may only occur after the organization has paid or made provisions for payment of all liabilities owed.

ARTICLE XV MISCELLANEOUS

1. Conflict of Interest: A Board member, Executive Director, Artistic Director, Instructor, or Intern shall abstain from any decision involving any matters of a direct or indirect interest of that member.
2. Non-Discrimination: The SMART Orchestra does not discriminate against individuals on the basis of race, color, sex, sexual orientation, gender identity, religion, disability, age, veteran status, ancestry, marital status, or national or ethnic origin.

ARTICLE XVI: EFFECTIVE DATE

1. These By-Laws and any amendments thereof shall be effective upon approval by the Membership at the Annual Meeting.