

CAMBRIDGE  
SYMPHONY  
ORCHESTRA



CYNTHIA WOODS

MUSIC DIRECTOR

**The Cambridge Symphony Orchestra**  
**Musicians' Handbook**

Revised September 2017

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## 1. A BRIEF HISTORY OF THE CAMBRIDGE SYMPHONY ORCHESTRA

As an outgrowth of frequent discussions over tea in 1975, Gertrude Spiller, Rachel Spiller, and Harriet Fierman decided to form an orchestra that would have no auditions or assigned seating and would bring good music to people who might not otherwise be able to attend concerts. On April 18, 1975, they rounded up their friends and started rehearsals with a handful of players, one of whom was discovered to have written in her calendar “little orchestra rehearsal,” giving the group its first name. In 1978, the growing orchestra organized as a Massachusetts non-profit corporation and formulated bylaws.

By 1995, The Little Orchestra of Cambridge was no longer so little, with nearly 70 regular members, and the group’s name was formally changed to the Cambridge Symphony Orchestra (CSO). Cynthia Woods became the orchestra’s eighth music director at the beginning of the 2006-2007 season.

With nearly 80 members by the winter of 2002, the orchestra had outgrown its structure, and the Board of Directors set about revising the original Articles of Incorporation and Bylaws. The orchestra players voted to adopt the revised Articles and Bylaws in May 2002. Despite the changes to its corporation charter and bylaws, the CSO remains true to its original mission: to provide a relaxed atmosphere in which a group of adult amateur musicians can have fun performing both classical music and new works. We continue to perform concerts for the general public and, through our series of full orchestra and chamber music outreach concerts, for people who might not otherwise be able to hear a live, orchestral performance.

In addition to our concerts in Cambridge, the CSO has performed throughout the Boston Metropolitan area, from Dorchester and Jamaica Plain to Woburn, Watertown, and Somerville. Our past music directors include Frank Abrahams, Joel Gelpe, Paul Hess, Rachael Worby, Sophia Vilker, Adam Grossman, who served as Music Director for 16 seasons, and most recently Mark Latham. In past seasons, we have performed a wide variety of works ranging from Brahms and Beethoven to a fully staged production of Sullivan’s *Cox and Box* and the premiere of a narrated children’s piece, *The Little Engine That Could*, by local composer Allen Feinstein. The CSO recently commissioned the *Emerald Waltz* from Rome Prize winner Lisa Bielawa for its 35<sup>th</sup> anniversary, and in 2012, Pulitzer Prize nominee Harold Farberman’s song cycle *Three Letters*, honoring American veterans. Recent projects have included a concert performance of Puccini’s *Tosca*, collaborations with local choirs and world-acclaimed soloists on Tippett’s *A Child of Our Time* and Mahler’s Symphony No. 2, and a dynamic ballet presentation of Stravinsky’s *The Firebird* with full choreography.

## 2. CYNTHIA WOODS, MUSIC DIRECTOR



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www.susanwilsonphoto.com

### Cynthia Woods

Hailed as a conductor with *gusto and exuberance* (Jim McDonald, the Boston Musical Intelligencer) whose performances have *dynamic and immersing outcomes* (John Galigour, the Sun Valley News), and recognized for her *intelligent and out of the ordinary programming* (Vance Koven, Boston Musical Intelligencer), Ms. Woods has become a recognized and respected conductor in the Boston community and beyond. The Music Director for the Cambridge Symphony Orchestra, Ms. Woods is also a frequent guest conductor, having performed across the U.S., Europe and South America.

Ms. Woods began her conducting career with a literal bang, making her debut with Stravinsky’s iconic masterwork *The Rite of Spring* and the massive 118-piece Worcester Consortium Orchestra. Since then she has gone on to a successful career, winning acclaim in all idioms, including opera, choral, chamber, and symphonic orchestra. While she is profoundly committed to new music—she has collaborated with some of today’s most respected living composers, such as Joan Tower, Lisa Bielawa and Harold Farberman—she is also known for her interpretations of the great masters. From her “haunting” performance of Shostakovich’s Chamber Symphony op. 110a, to her first Beethoven Symphony No. 9 with *The Boston Globe*’s 1995 “Musician of the Year” baritone Robert Honeysucker, she has received ovations and recognition from audience and critics alike. In concert she has performed with some of the world’s finest soloists, including Alexander Korsantia, Irina Muresanu, Allison Eldredge, Peter Zazofsky, Bayla Keyes, Jonathan Bass, Joseph Foley and Sergey Schepkin.

Along with her conducting activities, Ms. Woods is also a frequent speaker and writer. She has been a guest lecturer at institutions such as MIT and the Longy School of Music of Bard College, a panelist for radio shows such as WGBH’s *Callie Crossley*, and a frequent contributor to *The Boston Herald*’s *State of the Arts* blog.

Ms. Woods began her musical studies as a violinist, focusing heavily on chamber music. Her undergraduate quartet scholarship at the University of Colorado Boulder allowed her to study side by side with the Grammy award-winning Takács Quartet. Additional work with members of the celebrated Muir and Stanford String

Quartets followed. Eventually she turned her attention to the podium, earning an M.M. and Artist Diploma from the Hartt School of Music, where she was the recipient of the Dean's Talent Scholarship Award for the duration of her study there. Along with her conducting and violin studies she was awarded a full fellowship to study composition at the Atlantic Center for the Arts. In addition to her current roles as Music Director and guest conductor, Ms. Woods is also the conductor for the Youth Repertory Orchestra at the New England Conservatory, where she serves on the violin and conducting faculty.

For additional information about Cynthia Woods, please see [www.cynthiawoods.org](http://www.cynthiawoods.org).

### 3. CAMBRIDGE SYMPHONY ORCHESTRA POLICIES

These CSO policies are intended to add detail and interpretation to help “flesh out” the primary legal documents that created and govern our nonprofit organization. The primary legal documents include our Articles of Organization, our Bylaws and all applicable laws, as they may be amended from time to time. In case of conflict between the primary legal documents and these policies, the primary documents shall govern.

#### (a) Attendance

Maintaining consistent personnel is essential for musical integrity, for the continued growth in quality of the orchestra and for best achieving the CSO’s purposes set forth in Article II of the Bylaws.

In order to give our best performances, attendance at all rehearsals is crucial. As scheduling conflicts do occasionally arise, however, it may be necessary for a player to miss a rehearsal. In the event that you cannot attend a rehearsal or do not plan to play one of the concerts, please notify Personnel Manager Adam Mauskapf (personnel@cambridgesymphony.org) as early as possible beforehand. Wind players are strongly encouraged to recommend a substitute.

Musicians who miss two or more regular rehearsals or the dress rehearsal for a given concert may not perform in that concert except by special permission of the Music Director or the Personnel Manager.

#### (b) Seating Rotation and Seniority

An important part of the mission of the CSO is to maintain an orchestra without permanent seating assignments. The Music Director may, at his or her discretion, ask a particular musician to play a particular part on a given piece and may designate principal string players for a concert. String players interested in playing the principal parts are encouraged to speak to the Music Director. If you volunteer to be a principal string player, you must be able to attend all rehearsals for that concert and be capable of playing all solo parts.

Seating rotation within the string sections is overseen by the section leaders. String players are expected to rotate chairs on a continual basis. Rotation between first and second violin sections is common and should be expected in service of a better musical product.

Woodwind sections shall consist of 3 seats each, i.e., 3 flutes (including piccolo), 3 oboes (incl. English horn), 3 clarinets and 3 bassoons. Wind, brass and percussion players typically rotate from piece to piece, as decided by the players in each section. If a particular piece calls for reduced instrumentation and there is an excess of players in a particular section, the players with the most concerts to their credit (at their discretion) play in the piece. For example, if Mendelssohn’s Symphony No. 4 is on the program and calls for only two horns, the two horn players who have played the most concerts with the CSO may choose to play (or not play) in the piece. Despite the technical priority of more senior players, rotation of ALL players into the available parts is strongly encouraged, with the goal of fairness to all regular players within a section, and all part assignments are subject to the Music Director’s review and prerogative to make changes at her discretion.

**(c) Exchanging of Parts**

Woodwind, brass, and percussion players should duplicate their parts and give to another player in their section, so music will be available for a substitute in case of absence of a player. All duplicated parts in all orchestra sections must be turned in to the librarian in compliance with copyright laws.

**(d) Membership Fee**

To offset a portion of CSO operating expenses, orchestra players are required to pay a non-refundable annual orchestra membership fee. **Nonrefundable** dues for the full year are \$200, due on the second rehearsal after a player begins participation. A reduced dues fee may apply to players joining later in the season.

**Maintaining musical integrity through consistent personnel is crucial for the continued growth in quality of the group. We request that players commit to playing the full season.**

Checks should be made payable to the Cambridge Symphony Orchestra, and may be given to the Personnel Manager Adam Mauskapf, at rehearsal or mailed to the CSO address.

We are committed to making the CSO affordable to everyone. If paying dues is a hardship, in some cases alternate arrangements may be made. The Personnel Manager will coordinate these special circumstances with the CSO Treasurer.

**(e) Leaves of Absence**

The Board of Directors may, at its discretion, grant musicians up to a year's leave of absence. A leave of absence must be formally requested in writing. Please refer to Bylaws Article III for further information concerning attendance requirements and leaves of absence.

**(f) Concert Dress**

For all concerts (except as otherwise instructed for the June Pops Concert below) the CSO observes the following dress code:

Men: Tux (preferred) or black suit, white button-down shirt, black bow tie, black socks, and black dress shoes.

Women: All black with long pants or long skirt, sleeved top, black or nude hosiery, and dress black shoes.

June Pops Concert:

All: Sleeved white top ( **no T shirts**) and long khaki pants or skirt, dress black sandals or shoes.

**(g) Wearing of Strong Fragrances**

Due to allergies and chemical sensitivities and out of respect for fellow players, we request that players do not use perfumes, colognes, and strongly-scented shampoos and cosmetic products just prior to and during rehearsals and concerts.

## 4. CHAMBER MUSIC

The CSO chamber music program, through the Cambridge Symphony Chamber Players, is intended to augment and complement the orchestral playing experience and to help fulfill our organization's outreach mission in smaller venues. Members of the CSO are invited to form their own chamber groups. Each group receives coaching on the piece it has selected, and several groups combine to perform at smaller venues throughout the local area, such as assisted living facilities and libraries.

The Chamber Music Coordinator is responsible for securing venues, scheduling concerts, and communicating with group leaders.

### (a) How to Form a Chamber Group

(i) Members are responsible for forming their own groups. The Chamber Music Coordinator will work with players to form groups as needed.

(ii) Ideally, all players will be currently active members of the full orchestra. If no CSO player is available to cover a part, a non-CSO player may be included (see section 5 about fees). Please consult with the Chamber Music Coordinator for further details. Chamber concert programs consist of two performances, usually one public concert and one outreach concert. All players in a group should be able to perform both concerts.

(iii) As many CSO members play more than one instrument, players are **not** required to play the same instrument in chamber groups as they play in full CSO orchestra concerts.

(iv) Each group will designate a leader who will be the group's liaison with the Chamber Music Coordinator. Please choose a leader who has the time and ability to communicate effectively with both the group and the Chamber Music Coordinator.

(v) All groups must be approved for performance by the Music Director or the Chamber Music Coordinator.

### (b) Music and Rehearsals

It is the responsibility of the group in collaboration with the Chamber Music Coordinator to decide what musical work(s) it will play and to secure parts for all members. It is recommended that each group perform 10 to 30 minutes of music. The group must also set its own rehearsal schedule and secure its own rehearsal space. Rehearsals should be scheduled so as not to conflict with CSO orchestra rehearsals, since chamber music is intended to complement rather than to replace participation in the full orchestra.

### (c) Coaching

(i) All chamber music groups should be coached, to enhance the learning experience and to maximize the quality of performances by the Chamber Players. The CSO will pay for three hours of coaching for each chamber group over the season, at a maximum rate of \$75 per hour. (If groups desire additional coaching or coaching at a rate exceeding the CSO allowance, they must pay for it themselves.)

**(ii)** The group is responsible for finding a coach and arranging rehearsal time. Groups may ask the Music Director, Assistant Conductor, or Chamber Music Coordinator to coach, but they may also look outside the CSO for coaches. CSO staff and employees, if recruited to coach, will be compensated in addition to their regular salary.

**(iii)** The coach must confirm to the Chamber Music Coordinator that the group is “performance-ready” for the group to be permitted to perform.

**(iv)** Group leaders will be given a billing form that must be completed in order for the coaches to be paid. Please return these forms promptly to a board or staff member, as it is important to the CSO that we maintain good relationships with local coaches.

**(d) Concerts**

**(i)** Please plan to arrive at the designated call time indicated by the Chamber Music Coordinator.

**(ii)** Bring your own stands. Please communicate any special needs to the Chamber Music Coordinator at least one month prior to your performance dates.

**(iii)** If for some reason your group is unable to perform, please notify the Chamber Music Coordinator as soon as possible.

**(e) Fees**

**(i)** Participation in the CSO’s chamber music program is free for CSO orchestra players who have paid the annual membership fee (or the adjusted fee, for those who join in mid-season). The fee for participation in the Chamber Music program is \$75 per year for non-orchestra players. Please arrange with the Chamber Music Coordinator and CSO Treasurer.

## **5. POST-CONCERT RECEPTIONS**

Our post-concert receptions are a great chance to meet the audience after the concert. Many in the field have concluded that opportunities to meet the players are strong motivators and help build and maintain a larger audience. Our elegant receptions add an appealing finish, making our concert afternoons “events.” Players are usually asked to contribute a few dollars to provide these receptions.

## **6. INCLEMENT WEATHER**

Living in New England means there is a chance that Mother Nature will interfere with our winter rehearsals. Cancellation announcements will be made by e-mail. Please be sure that the personnel manager has your daytime e-mail address and your daytime phone number (just in case). If you do not have an e-mail address, make sure the personnel manager has a phone number where you can be reached. You can also call the CSO at (617) 576-1819 and listen to the outgoing message for news of rehearsal or concert cancellations.

## **7. PARKING**

As almost everyone who has driven around Cambridge and Somerville realizes, finding a parking spot is a challenge especially when you need to be at rehearsal and ready to play at 7:15 on Monday night. Carpooling and

taking public transportation can help ease the frustration. Please allow extra time for parking so that rehearsals can begin promptly without interruption by players arriving late.

## 8. THE BOARD OF DIRECTORS/BUDGET INFORMATION

The CSO is governed by a Board of Directors that oversees the organization. Some but not all Board members play with the orchestra. The Board meets regularly throughout the year and communicates the direction of the organization to the players.

Budgeted expenses go to (but are not limited to) rent for our rehearsal and concert spaces, music purchase and rental, printing and publicity costs, the Music Director and Assistant Conductor's salaries, soloists' fees, sectional and chamber music coaching fees, ASCAP and BMI licensing fees, membership in local and national organizations for effective networking and operational resources, insurance, and instrument transport.

We are able to operate effectively on a **relatively small budget for a group of our size** because of volunteer help from within the orchestra and the community at large. Board and committee members and other players in the orchestra and their families donate time and talents for publicity, graphics, stage managing, grant writing, and other work needed to help the orchestra run smoothly. Please refer to the *Other Ways to Contribute* section below.

## 9. DONATIONS

There are two funds to which donations may be made. Contributions are tax deductible and should be given or sent to Cambridge Symphony Orchestra, 3 Union Terrace, Cambridge, MA 02141. Checks should be made payable to the Cambridge Symphony Orchestra.

The General Fund: Contributions to the general fund offset the yearly operating costs of the orchestra. Unless otherwise specified by the donor, donations go into the general fund. Donors may mark contributions as specified to target a specific initiative (i.e. Soloists, Venues, Commissions).

Music Director Fund: Contributions are designated for special projects, such as our recent commissions by Conrad Pope and ballet choreography from Gianni Di Marco.

Contributions and Employer Matching: Does your employer match employees' donations to non-profit organizations? Can you help us? Please speak to any Board member about any possible corporate contributions.

Online Donations: You can also donate to the CSO online through Network for Good (<http://www.networkforgood.org>), Click on the "Donate Now" button on the CSO website, [www.cambridgesymphony.org](http://www.cambridgesymphony.org).

Help the CSO through Your Amazon.com Purchases: Amazon.com contributes to the CSO a percentage of all sales made at Amazon.com **via the CSO's website**. Simply begin your Amazon shopping through the Amazon.com search window on the CSO home page (<http://www.cambridgesymphony.org>). You can also select the CSO as your preferred charity on Amazon Smile (smile.amazon.com).

## **10. OTHER WAYS YOU CAN CONTRIBUTE**

There are so many ways you can help the orchestra! Anything you, your family, or your friends can contribute will have a tremendous effect, whether you help with money, time, talents, or contacts. Join a committee! Talk to any Board member if you or someone you know is interested in joining one of these committees:

Concert Logistics

Development

Financial

Personnel

Marketing and Publicity

The orchestra is always in need of volunteer help and in-kind contributions, even during the summer months. Could you write a letter of support for us to send along with our grant proposals? Do you have contacts who can help us with our printing? Perhaps you have a friend with a flair for graphic art and publication design who could help us design our brochure and concert fliers. Do you own a large van we could use to transport the percussion equipment to a concert site? Does someone in your family have experience with grant writing? And we often can use your help at concerts with ushering, selling tickets, and setting up (and tearing down) the stage. Please speak with any Board member about how you can contribute to the CSO.

**FOURTH AMENDED AND RESTATED BYLAWS  
OF  
CAMBRIDGE SYMPHONY ORCHESTRA, INC.**

**February 20, 2013**

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FOURTH AMENDED AND RESTATED BYLAWS  
of Cambridge Symphony Orchestra, Inc. (the “Corporation”)  
February 20, 2013.

ARTICLE I.  
OFFICES

The principal office of the Corporation shall be located in Cambridge, Massachusetts. The Corporation may also maintain offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II.  
PURPOSE

The specific objectives and purposes of the Corporation are:

- (a) to establish and maintain an orchestra known as the Cambridge Symphony Orchestra (hereinafter referred to as “CSO”);
- (b) to provide playing and performance experience for interested amateur adult musicians;
- (c) to provide a service to the community by performing orchestral and/or chamber music for the public and for such audiences as community schools, housing for the elderly, and libraries;
- (d) to afford players a non-pressured atmosphere for improving their abilities by not permanently assigning parts within a section;
- (e) to provide an opportunity for local conductors to gain experience with an orchestra;
- (f) to provide a channel for the presentation and/or commissioning of new works by local composers;
- (g) to provide an opportunity for its orchestra players to act as soloists with the orchestra; and
- (h) to engage in activities necessary or incidental to the foregoing specific objectives and purposes.

ARTICLE III.  
POLICIES OF PARTICIPATION IN THE CSO

**3.1 Orchestra Players.**

Participation in the CSO is open to any adult musician who would like to participate in an orchestra with the objectives and purposes described in Article II above, *provided that* (i) there is a need for another player of their instrument, as determined by the Music Director, and (ii) the musician meets any other requirements for participation established by the Board of Directors from time to time. Each such person being referred to hereinafter as an “Orchestra Player”. All Orchestra Players shall be volunteers and shall not be entitled to compensation for any performance, unless otherwise agreed to by the Board of Directors.

**3.2 Orchestration.**

Subject to the discretion of the Music Director, orchestration of a given musical work shall be adhered to as closely as possible, i.e. if such musical work calls for winds in pairs, there will only be two of each instrument. In the event that not all participants of CSO are required for the correct instrumentation of a particular musical work or program, generally the more senior players, in terms of years of participation,

will be given priority, but always subject to the Music Director's authority to make specific part assignments and the policies adopted by the Board of Directors from time to time.

### **3.3 Recruiting of New Orchestra Players.**

The CSO will actively recruit new players to fill vacancies in the instrumental sections of the orchestra. However, once an instrumental section is determined by the Chairperson of the Personnel Committee to be fully occupied there will be no active recruiting for replacement of players in those sections. Subject to Section 3.4, any Orchestra Player who meets the requirements of Article III may continue to participate in the CSO until such time as such Orchestra Player chooses to end that participation.

### **3.4 Removal of An Orchestra Player**

It is the expectation of the CSO that each Orchestra Player will participate in all scheduled orchestra concerts each season, insofar as the program and number of parts allow. If a player fails to participate in the rehearsal and performance of three or more orchestra programs in a given orchestra season (fiscal year), and a leave of absence has not been yet approved by the Board or Directors, the player may lose the privilege to resume participation in the orchestra, subject to the discretion of the Chairperson of the Personnel Committee. Decisions about continued player participation shall be approved by the Board or Directors. An Orchestra Player may be denied the privilege of further participation in the CSO if the Board of Directors deems that such Orchestra Player no longer meets the requirements of Section 3.1 or if such Orchestra Player's activities in the group are hindering the organization from meeting its objectives as set forth in Article II above. Tardiness or lack of regular attendance at rehearsals may be grounds for denial of further participation.

### **3.5 Leave of Absence.**

Notwithstanding the foregoing, any Orchestra Player may, request an official leave of absence from the CSO, which may be granted, at the discretion of the Board of Directors, for a period of up to one year for medical or other grounds. In such cases, lack of attendance at rehearsals during such leaves shall not affect either their privilege to resume participation or their seniority within the instrumental section once they resume.

### **3.6 Ringers.**

If a part vital to an individual concert is not covered by an Orchestra Player, the Music Director through the Personnel Manager may seek to fill the part and, with the approval of the Board of Directors in advance of a concert, may commit the CSO to reimburse the non-member player after the concert for limited incidental expenses.

## **ARTICLE IV. MEMBERS**

The Corporation shall have no members. Any action or vote required or permitted by law to be taken by members of the Corporation shall be taken by action or vote of the same percentage of the Board of Directors.

ARTICLE V.  
BOARD OF DIRECTORS

**5.1 Powers.**

The affairs of the Corporation shall be managed by the directors, who may exercise all the powers of the Corporation, including without limitation the hiring, oversight and evaluation of a Music Director of the CSO.

**5.2 Designation and Election; Number.**

The Corporation shall have a board of not fewer than seven (7) or more than eighteen (18) directors, to consist of any Incorporator who participates in the CSO and the persons elected by the directors either at the annual meeting or from time to time to fill a vacancy on the Board.

**5.3 Division of Board into Classes; Staggered 3-Year Terms.**

The elected members of the Board shall be divided into three classes, each class consisting of one-third of the elected directors, as near as may be. Except in the case of an election to fill a vacancy occurring during a term (in which event the election will be for the un-expired portion of the original term), each class of elected directors shall hold office for three years and until their successors are duly elected and qualified, or until their prior disqualification by death, resignation or removal. At each annual election, the successors to the class of directors whose terms will expire that year shall be elected to a three-year term, so that the term of office of one class of directors shall expire in each year.

**5.4 Committees.**

The directors may elect or appoint one or more permanent or ad hoc committees and may delegate to any such committee or committees any or all of their powers, insofar as permitted by law, provided that any committee to which the powers of the directors are delegated shall consist solely of directors. Committees, which are advisory to the Board of Directors, may include persons who are not directors, provided that the chairman of the committee shall be a Board member who is required to report to the full Board of Directors. All Committee members shall be appointed for a renewable one-year term and shall remain in office at the pleasure of the Board of Directors.

**5.4.1. Nominating Committee**

A Nominating Committee of not fewer than three (3) nor more than five (5) persons shall be appointed by the Board. The Nominating Committee shall be chaired by a Board member and, in addition to such Board member, shall include at least two orchestra players who are not members of the Board. At no time shall Board members constitute a majority of the committee. The Nominating Committee shall identify individuals who have the time, interest, skills and temperament to serve as Board members, and shall forward to the full Board their recommendations of suitable candidates for the annual election of directors or to fill any vacancy which exists on the Board from time to time.

**5.5 Annual Meeting.**

The annual meeting of directors shall be held in July on such date and at such hour and place as the Board of Directors or an officer designated by the Board shall determine. In the event that no date for the annual meeting is established or such meeting has not been held on the date so determined, a special meeting in lieu of the annual meeting may be held with all of the force and effect of an annual meeting.

#### **5.6 Regular and Special Meetings.**

Regular meetings of the Board of Directors shall take place at such times as the Board shall determine, but no fewer than five times in any fiscal year. Special meetings of the directors may be held at any time and place when called by the President or a majority of the directors.

#### **5.7 Notice of Meetings.**

Forty-eight hours' notice by mail, telephone, e-mail or word of mouth shall be given for an annual or special meeting unless shorter notice is adequate under the circumstances. No notice need be given for a regular meeting.

#### **5.8 Quorum and Adjournments.**

At any meeting of the Board of Directors, a majority of the directors then in office shall constitute a quorum. A majority of the directors present at the time and place of any meeting, though less than a quorum, may adjourn the meeting from time to time without further notice, until a quorum is present.

#### **5.9 Action by Vote.**

When a quorum is present at any meeting, each director present shall have one vote, and a majority of the directors present and voting shall decide any question, including election of officers and directors, unless otherwise provided by law, the articles of organization or the bylaws.

#### **5.10 Action by Writing.**

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

#### **5.11 Presence Through Communications Equipment.**

Unless otherwise provided by law or the articles of organization, Board members may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

#### **5.12 Vote of Interested Directors.**

A director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the Corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other directors acting upon or in reference to such contract or transaction. No director so interested shall participate in the discussion or vote on such contract or transaction, but s/he may be counted for purpose of determining a quorum. A record of such disclosures of conflict of interest and recusals shall be included in the corporate records. The affirmative vote of a majority of the disinterested directors shall be required before the corporation may enter into such contract or transaction.

In case the Corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its directors is a member, stockholder, trustee, director, officer or

employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such director(s) may have interests therein which are or might be adverse to the interests of the Corporation. No director(s) having disclosed such adverse interest shall be liable to the Corporation or to any creditor of the Corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director(s) be accountable for any gains or profits to be realized thereon.

#### **5.13 Resignation and Removal.**

Any director may resign at any time by giving written notice to another director, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by such Board member or officer, and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed for cause by action of the Board of Directors.

#### **5.14 Annual Forum of Orchestra Players.**

The Board of Directors shall hold a forum annually, in conjunction with a regular rehearsal of the CSO, for the purpose of facilitating dialogue between and among the orchestra players and the Board of Directors on issues of mutual concern.

### **ARTICLE VI. OFFICERS**

#### **6.1 Number, Qualification, Election and Term.**

The officers of the Corporation shall consist of a President, a Vice President, a Treasurer and a Secretary, and such other officers as the directors may elect. An officer is required to be a director of the Corporation. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting. Officers shall hold office until the next annual meeting and until their successors shall have been elected and qualified, or until their prior death, resignation or removal.

#### **6.2 Resignation and Removal.**

Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the corporation or to a director. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the director or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause, and a successor elected by the directors at any time.

#### **6.3 Vacancies.**

A vacancy in any office may, at any time, be filled for the unexpired portion of the term by the Board of Directors.

#### **6.4 President.**

Unless otherwise determined by the Board of Directors, the president shall be the chief executive officer of the corporation and, subject to the control of the Board, shall have general charge and supervision of the affairs of the corporation. The president shall preside at all meetings of the Board of Directors, except

as the directors otherwise determine. The president shall have such other duties and powers as the Board shall determine.

**6.5 Vice President.**

In the absence of the President, the Vice President: shall act as the chief executive officer of the Corporation; subject to the control of the Board shall have general charge and supervision of the affairs of the Corporation; and, except as the Directors shall otherwise determine, shall preside at meetings of the Board of Directors. The Vice President shall have such further duties as the President shall delegate or the Board shall determine.

**6.6 Treasurer.**

The treasurer shall be the chief financial officer of the Corporation. He or she shall maintain and present the budget and be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. S/he shall have such other duties and powers as designated by the Board of Directors or the president.

**6.7 Secretary.**

The secretary shall fulfill the duties of clerk set forth by law, shall record and maintain records of all proceedings of the Board of Directors in a book or books kept for that purpose and shall have custody of the seal of the corporation. If the secretary is absent from any meeting of the Board of Directors, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting,

**ARTICLE VII.  
INDEMNIFICATION**

**7.1 Indemnification for Directors and Officers.**

The Corporation shall, to the extent legally permissible, indemnify each person who serves or has served as a Director or Officer of the Corporation, and each person who is or was serving at the request of the Corporation as an Officer or Director of another organization (including any trust or other entity maintained pursuant to a retirement plan for employees of the Corporation), against all liabilities, costs and expenses (including, but not limited to, amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon him or her in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his or her being or having been such an Officer or Director, or by reason of any action taken or not taken in any such capacity; except that no indemnification shall be provided with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, if applicable, of the other organization of which he or she is or was serving as an Officer or Director at the Corporation's request. Expenses, including, but not limited to, counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be adjudicated that indemnification of such expenses is not

authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment.

## **7.2 Settlements**

As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification, (i) by vote of a disinterested majority of the whole Board of Directors then in office, or (ii) by vote of a majority of the whole Board of Directors then in office, but only if the Board of Directors shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the Corporation and that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. No such approval shall prevent the recovery from any such Officer or Director of any amounts paid to such person or on his or her behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in best interests of the Corporation.

## **7.3 Employees and Agents.**

By the same procedures set forth in the preceding paragraphs, the Board of Directors may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described above to employees or agents of the Corporation who are not Officers or Directors or to persons serving at the Corporation's request as either employees or agents of another organization or in a capacity with respect to any employee benefit plan.

## **7.4 Non-Waiver of Other Rights.**

The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Officer, Director, employee or agent may be entitled or which may lawfully be granted to such person.

## **7.5 Insurance.**

By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors may from time to time deem appropriate, (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of any person who is or was an Officer, Director, employee or other agent of the Corporation or who is or was serving at the request of the Corporation as an Officer, Director, employee or other agent of another organization; (b) on behalf of any person who is or was an Officer, Director, employee or other agent of the Corporation or who is or was serving at the request of the Corporation as an Officer, Director, employee or other agent of another organization, or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

## **7.6 Definitions.**

As used herein, the terms "Officer," "Director," "employee" and "agent" include their respective executors, administrators and other legal representatives; an "interested" person is one against whom the action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened;

and a “disinterested” person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.

#### **7.7 Personal Liability**

The Directors and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

### **ARTICLE VIII. MUSIC DIRECTOR**

#### **8.1 Music Director**

The Music Director shall be selected by the Board of Directors. The Music Director relies on the Board for the organizational direction, as well as all financial, logistic, personnel, and non-musical decisions for the organization. The Music Director, as the principal conductor for the ensemble, sets the artistic direction, leads the creative planning process, and makes final musical decisions for all CSO performances.

#### **8.2 Assistant Conductor**

In addition to the Music Director, the Board of Directors may also select an Assistant Conductor. The Assistant Conductor shall, at the direction of the Board and supervised by the Music Director, (i) assist the Music Director in carrying out the artistic goals and visions of the CSO, (ii) conduct the orchestra in the Music Director's absence, if called upon by the Music Director or the Board and (iii) perform other CSO related tasks as assigned by the Music Director or the Board.

### **ARTICLE IX. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION.**

The Board of Directors may designate persons or groups of persons or businesses as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such designees shall serve in an honorary capacity and, except as the Board of Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

### **ARTICLE X. SEAL AND FISCAL YEAR.**

#### **10.1 Corporate Seal.**

The seal of the corporation shall be circular in form with the name of the corporation around the periphery and the year and state of incorporation within or such other form as the directors may determine.

#### **10.2 Fiscal Year.**

The fiscal year of the corporation shall end on June 30 in each year, or such other date as the directors may determine.

ARTICLE XI.  
AMENDMENT.

These bylaws may be amended, in whole or in part, by vote of two thirds of the directors then in office at any meeting of the Board of Directors.