

Impresarios of Opera Columbus Bylaws

Article I. Name

The name of this organization shall be the Impresarios of Opera Columbus, hereafter referred to as Impresarios in this document.

Article II. Mission

This organization functions as an association of opera lovers and supporters in central Ohio. The mission of Impresarios shall be to promote the growth of Opera Columbus; increase public awareness of Opera Columbus and the art of opera in general; help raise funds for Opera Columbus; provide support for promising new vocalists; and broadly serve the Impresarios' membership. It shall pursue this mission consistent with the policies of the Board of Opera Columbus and CAPA.

Article III. Membership

A. Eligibility

Membership shall be open to all persons interested in opera.

B. Requirements

Members shall serve the mission of the organization as outlined in Article II, pay annual dues and are also expected to support and actively participate as much as possible in organization functions when called upon.

Article IV. Meetings

A. Frequency and Elections

There shall be four (4) quarterly membership meetings per year. Officers shall be elected yearly at the last quarterly meeting (held on or before June 15) of the fiscal year which ends June 30. (See also Article VI.)

B. Notices

Notice of membership meetings shall be received by members at least 21 days in advance, with previous informal electronic notices in a timely manner.

C. Board Meetings

The Impresarios Board shall meet at least 10 times per year and the Executive Committee shall meet as necessary.

D. Special Meetings of the Board

Special meetings may be called at the discretion of the President or a simple majority of the Board.

E. Quorums

A majority of the Board members must be present to constitute a quorum. One third of the general membership must be present at Quarterly meetings to constitute a quorum. Written proxy votes will be counted if received prior to the meeting and will be accepted either by delivery mail or email.

Article V. Finance

A. The fiscal year shall be July 1 to June 30.

B. Financial Reports

The Treasurer shall prepare an annual financial report for submission to the Director of Finance of Opera Columbus and President of Impresarios for review.

C. Reimbursements

Legitimate expenses with a receipt shall be submitted to the Treasurer for payment. The President or Board shall approve in advance all expenditures of \$1,000 or more.

D. The Treasurer shall prepare a projected budget for the following year for the Board at the last meeting before the end of the fiscal year.

Article VI. Officers

A. Elected Officers

Elected officers shall be the President, Vice President, Secretary, and Treasurer.

B. Terms

Officers shall hold office for a term of one (1) year with a maximum of three (3) years, unless subsequently nominated by the Nominating Committee and approved by the Board. They assume office at the beginning of the new fiscal year (July 1)

C. Eligibility Requirements

Elected officers must be members of Impresarios in good standing. The President must have served on the Board for at least a year.

D. Vacancies

Vacancies in elected positions, with the exception of the President, shall be filled by majority vote of the Board. In the event of a vacancy in the office of President, the remainder of that term shall be filled by the Vice President.

E. Duties

1. The President shall be the chief executive officer of the organization; preside at meetings of the Board and membership; recruit and appoint, with Board approval, the chairs of the standing committees; shall be an *ex officio* member of said committees with the exception of the Nominating Committee; with the input of the Opera and the Board shall create a proposed calendar for the upcoming year in a timely fashion; work to fulfill the goals and objectives of the strategic plan of Impresarios; appoint special committees at the direction of the Board or membership; be authorized to sign checks with the Treasurer; and submit an annual report for the Annual Meeting. In the absence of the President, the Vice President shall be the official representative of Impresarios and shall preside at all Executive Committee, Board and membership meetings.
2. The Vice President assumes the President's duties during the President's absence, as well as performing other duties as assigned by the Board.
3. The Secretary attends Board and Executive Committee meetings and records all business and distributes the minutes in a timely fashion. The Secretary also aids committees and Board members in developing duty sheets and manuals for their specific functions.
4. The Treasurer is the custodian of Impresarios funds, and shall collect dues, make disbursements, and prepare financial reports for presentation at each Board meeting and the Annual Membership Meeting. The Treasurer shall provide current membership information to the Membership and Communication Committees and prepares acknowledgment letters to donors. Financial reports shall be available to the membership upon request.

Article VII. Executive Committee

A. Makeup

The Executive Committee shall be comprised of the elected officers. The Opera Columbus Liaison shall be a non-voting member.

B. Powers

The Executive Committee shall possess all powers of Impresarios between full Board meetings.

C. Invited Members

The Executive Committee may invite other members and non-members to attend meetings for specific purposes.

D. Minutes

The minutes of Executive Committee and Board meetings are available to the membership upon request.

E. Meetings

The President may call meetings of the Executive Committee or the full Board when circumstances demand.

Article VIII. Impresarios Board

A. Composition

The Impresarios Board shall consist of the Executive Committee and appointed members. The President appoints the chairs listed below, as well as at least five (5) at large members.

B. Duties

The Board shall oversee and direct the general business of Impresarios as stated in Article II, and set the level of dues for the organization.

C. Appointed Members

Appointed members include the Chairs for the Program, Membership, Communications and Special Events Committees. All Committee Chairs shall enlist individuals from the general membership to assist in carrying out the duties assigned to their Committees.

1. The Chair for Programs arranges Quarterly Meetings, the Annual Membership Meeting, and events such as the pre-opera dinners, excursions, holiday party, and other social events open to all interested parties.
2. The Chair for Membership solicits new members, maintains membership information, produces the annual Membership Directory and keeps the Communication Chair informed of membership changes.
3. The Chair for Communications plans and carries out, with member aid and input from the Opera, the creation and dissemination of publicity for programs, excursions, fundraisers, newsletters, special events, and uses information from the Opera and CAPA databases as necessary.
4. The Chair for Special Events plans and executes events such as fundraisers, Opera cast meetings, educational events, lectures, and other one-time activities.

Article IX. Special Committees

A. Bylaws Committee

The Bylaws Committee consists of a Past President, the Secretary and one (1) other Board member appointed by the President. The Committee shall meet at least every five (5) years to review and revise the Bylaws, as needed.

B. Nominating Committee

The Nominating Committee shall consist of at least three (3) members from the Board. The Immediate Past President shall chair the committee and select the other members from Board membership. The committee shall solicit nominations from the membership at large. It shall submit a slate of officers for election at the last quarterly meeting of the fiscal year, at which time nominations from the floor may be solicited. The consent of all nominees shall be obtained prior to the election.

C. Strategic Planning Committee

The Strategic Planning Committee shall consist of the Immediate Past President, the Chairs of the Program and Special Events Committees, a person from the membership at large, and the Opera Liaison. The committee shall meet at least every three (3) years to review the financial, fundraising, membership, benefit, and special event goals of the organization.

D. Ad Hoc Committees

Committees may be created as needed.

Article X.

The current edition of *Robert's Rules of Order Newly Revised* shall govern Impresarios' meetings whenever applicable, and when consistent with these Bylaws or any special rules of order Impresarios may adopt.

Article XI.

Bylaws may be amended as needed on the recommendation of the Bylaws Committee after approval of the Board by a two thirds vote of the membership in an election conducted remotely either by mailed paper ballot or electronically or by a two thirds vote of members present at a Quarterly Meeting.