

## ROCHESTER PHILHARMONIC ORCHESTRA, INC. BY-LAWS REVISIONS

Approved by the Board on November 8, 2018

For ratification by the Members at the February 6, 2019 annual meeting

### Executive Summary

**These changes revise the basic corporate structure of the Rochester Philharmonic Orchestra, Inc. from the current Membership governed model to a Board governed model.**

#### Background

The Rochester Philharmonic Orchestra, Inc. (RPO) has for many years operated under a membership model of governance. Under this model, anyone who contributes a modest amount of money (currently \$75 for individuals and \$300 for corporations) is entitled to attend the annual meeting, and to vote for board members and by-law changes via a mailed ballot. In the distant past, the annual meeting served as the primary vehicle by which patrons could interface with the organization, but in today's world the RPO keeps its patrons and donors informed through a variety of electronic communications, printed materials, and frequent in-person events for donors, patrons, and volunteers. In addition, annual reports, IRS Form 990s, and other organizational documents are easily available at [www.rpo.org](http://www.rpo.org).

#### There are four reasons for the proposed change:

- **Cost:** the annual meeting and related staff time costs the RPO about \$11,000 per season.
- **Lack of participation:** The RPO has more than 2,800 members, but only a handful of people (typically, fewer than a dozen excluding staff, musicians, and board members) actually attend the annual meeting.
- **Membership not a significant benefit:** The RPO offers a wide range of benefits to donors, many of which have high utilization rates. The fact that so few members choose to participate in the annual meeting shows that this is not the reason they are giving to the RPO.
- **Outdated governance model:** At the time the RPO was incorporated, not-for-profits were typically created as membership organizations. In the intervening decades, a variety of other governance structures have evolved, and the vast majority of orchestras and other not-for-profit organizations have moved away from the membership model.

**Moving away from the membership model DOES NOT mean that we don't care what our audience and donors and the greater Rochester community thinks about and wants from the RPO.** On the contrary, we will be implementing structured ways to seek ongoing input from these important constituencies, including regular surveys and a new Donor Advisory Council.

**In conclusion**, the RPO, and the not-for-profit orchestral world in general, have outgrown the current face-to-face annual meeting structure and its related membership model. The time has come to offer new ways to communicate and engage with patrons and donors. The RPO by-laws should be amended to reflect this new reality.