

## Summary of RPO By-Law Changes, February, 2019

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

The by-laws have been thoroughly reviewed and edited for consistency with applicable laws and regulations which govern not for profit entities, consistency with and practical application of RPO policies and procedures, and consistency and clarity within the document itself.

A red-lined version, showing all the changes from the current by-laws, and a clean copy of the proposed by-laws, are available online. **They can be accessed by going to <https://rpo.org/organizational-documents/>.** Those wishing to have copies mailed to them, may contact Katie Simmons, Executive Assistant, at 585-454-7311, ext. 248.

Below is a summary of the major changes made to the existing by-laws. Not all changes are described below, only those deemed significant. Obvious and/or minor changes, such as those of article or section titles, or moving sections around within the by-laws, are not included.

Old Article I – Members and Old Article II – Meetings of Members: These articles have been removed and replaced by a statement that there are no members of the corporation. Throughout the rest of these revisions, references to members have been removed.

Old Article III / New Article II – Board of Directors:

Section 2 has been modified to state that all directors will be elected by the directors, not the members. The start and end dates of the term were changed to commence at the conclusion of the meeting at which they were elected, or reelected and extend through the Annual Meeting in the fiscal year in which the term expires.

Section 3 is modified to describe the process of nomination and how the names and information will be brought to the Board for consideration. This section also eliminates the ability for other names to be submitted from the members.

Section 5 changes the notification to the Corporation, not the Chair, if unable to attend a meeting.

Section 7 adds language about vacancies that the Governance Committee may be presented for reelection to complete an unexpired term of a vacancy.

A new Section is added to describe the timing and notification of the annual meeting. This section also describes the required information to be shared.

Section 14 added a clarification that no compensation will be received as board members.

Old Article IV / New Article III – Officers: Section 1 changes the election of officers from the last board meeting of the fiscal year to the Annual Meeting and will take effect at the commencement of the next fiscal year.

Old Article V / New Article IV – Committees: Section 3 is changed to state that the members of the Audit Committee will be for the audit during their time of service through the reporting to the board.

Section 5 is modified to state that the Governance committee chair must be a member of the board and the nominations presented will be voted on by the Board at meetings of the Board.

Old Article XI / New Article X – General: Section 2 adds subject to these By-Laws for the affiliated associations.

Old Article XIII / New Article XII – Amendments: Section 1 deletes the section that requires that By-Law changes be approved by the members at the annual Meeting.

Section 2 which discussed the amendment by members is deleted.