

BY-LAWS

of the

INTERNATIONAL GUILD OF SYMPHONY, OPERA & BALLET MUSICIANS,

an independent labor organization incorporated in the State of
Washington

First revision adopted 10/1/87

Second revision adopted 7/3/88

Third revision adopted 4/1/90

Article I

Name

Section 1. The name of this organization shall be the International Guild of Symphony, Opera & Ballet Musicians.

Section 2. This organization shall be incorporated in the State of Washington as a Not-For-Profit Corporation.

Article II

Purpose

Section 1. The purpose of this organization shall be to organize all instrumental musician-employees and music librarian-employees who perform services under the provisions of collective bargaining agreements for Not-For-Profit organizations that operate symphony, opera and/or ballet orchestras into a labor organization that will seek to represent such employees for all collective bargaining purposes with their employers.

Section 2. It shall be the further purpose of this organization to promote the professional, social, economic and political welfare of its members, their families and others, as befits citizens who live in a democratic society.

Section 3. It shall be the further purpose of this organization to promote the democratic participation of its members in the political processes of this organization in order to achieve a more perfect and representative labor organization.

Section 4. It shall be the further purpose of this organization to do any and all lawful acts that may be deemed to benefit the members of this organization as well as the organization as an entity.

Section 5. It shall be the further purpose of this organization to promote the practices, policies and goals of organized labor, and to affiliate with all appropriate labor bodies.

Article III

Membership

Section 1. Membership in this organization shall be open to every instrumental musician and/or librarian who is employed as an employee by a Not-For-Profit organization maintaining a symphony, opera and/or ballet orchestra, regardless of size, and who is either a regular member, permanent substitute, or regular extra of such orchestra. Membership in this organization shall remain VOLUNTARY, and shall not become a condition of employment by virtue of a contractual provision bargained by this organization or any of its Chapters."

Section 2. Persons eligible to become members in accordance with Section 1 hereof may apply for membership by executing a membership application on a form to be prescribed by the Board of Directors, and by the concurrent payment of the regular annual dues and initiation fees, if any. The filing of said application and the tendering of applicable fees shall constitute an agreement on the applicant's part that he or she shall abide by the lawful provisions of this organization's By-Laws and the Directives and Orders of its duly constituted authority.

Section 3. Members who retire, or whose employment is voluntarily or involuntarily terminated for any lawful reason, shall

not be permitted to continue their membership in this organization beyond the effective date of such termination of employment. Notwithstanding the above, members employed under collective agreements that do not provide for year-round employment shall retain their membership status between seasons provided they plan to continue their employment with the same employer during the next following season. However, if a musician who had been a member in good standing while he was employed is re-employed and again becomes eligible for membership, he may apply for membership without the payment of a new initiation fee."

Article IV

Governance

Section 1(a). The ultimate authority of this organization shall reside with the collective will of the entire membership thereof, as determined by referendum. A simple majority of those voting, after due notice, shall be determinative of all questions submitted to the membership by the Board of Directors specified below.

Section 1(b). The elections of the four principal officers shall be held triennially beginning in 1988 during the last month of the fiscal year that ends in that year. Any member may be nominated for a principal office, but no candidate may stand for election for more than one office. Every member shall be entitled to cast one vote for each office. The election shall be conducted by mail and the candidate receiving the most votes for each office shall be declared elected.

Section 2. The four principal officers shall consist of a President, a Vice President, a Secretary and a Treasurer, who, as the Executive Committee, together with a number of Directors equal to the number of chapters chartered by this organization, shall constitute the Board of Directors of their organization. The members of each chapter shall elect one of their members, who may be the President of that chapter, to be a Director on this organization's Board of Directors. The members of each Chapter shall also be free to decide whether their President shall be Director by virtue of his office.

Section 3. The Board of Directors may engage the services of an individual, who need not be a member, to carry out the directives of the Board of Directors and take charge of the management of this organization. Such individual, if so engaged, shall be designated the Executive Director, and paid an annual salary to be determined by the Board of Directors. Said Executive Director shall remain so employed at the pleasure of the Board of Directors.

Article V

Chapter Elections

Section 1. All general and special elections of the officers of local Chapters shall be conducted in accordance with the provisions of Title IV of the Labor Management Reporting and Disclosure Act of 1959, as amended from time to time. An election in which the Executive Committee has conducted an investigation pursuant to a timely protest filed by a member of a Chapter and which has been found not to comply with said Title IV shall be declared invalid and of no force or effect.

Section 2. Any member of a local chapter who alleges that an election that has taken place within no more than the previous ninety days is invalid because of violations of the aforesaid Title IV that may have affected the outcome, may file a protest with the Executive Committee setting forth in writing the specific details of the alleged violations that are claimed to have invalidated said local chapter election.

Section 3. Upon the filing of a timely election protest, the Executive Committee shall investigate the contested election and determine whether or not the alleged violations have taken place and affected the outcome thereof. If the Executive Committee determines that violations have taken place and that said violations have affected the outcome of the contested election, it shall order a new election, under its supervision, which shall take place as soon as it is reasonably possible. Unless and until the results of the new election, if any, are known, the protested election shall be deemed valid, and the officers elected in said protested election shall take

office and manage the affairs of said chapter pending the results of any new election that may be ordered. If no timely election protest is filed, all elections held, and all candidates declared to have been elected as the result of an election, shall be deemed valid and binding upon the members of a Chapter in which the election took place.

Section 4. In all elections, the candidates for each office receiving the greatest number of votes shall be declared elected. Should more than one candidate receive the greatest number of votes cast resulting in a tie, a special run-off election shall be held as expeditiously as possible in which all candidates other than those who received the greatest number of votes shall be eliminated.

Article VI

Chapters

Section 1. Members of a common bargaining unit of employees may apply to the Secretary of this organization for a charter to form a Chapter. Such application for a charter shall contain a declaration that a bona fide majority of the employees in the said bargaining unit are members of this organization, desire to form a Chapter, and designate and appoint this organization as its exclusive collective bargaining representative, irrespective of which labor organization, if any, presently serves as its certified or recognized representative.

Section 2. Upon the receipt of an application for a charter, the Secretary shall forthwith notify the members of the Executive Committee of the pendency of such application. The President may, if appropriate, poll the remaining members of the Executive Committee for their vote of approval to grant the requested charter if each officer has received a copy of the pending application and the members of the Executive Committee are not scheduled to meet during the ensuing thirty days. However, if such a meeting is scheduled to take place, the Executive Committee shall act upon such application at said meeting.

Section 3. If a pending application is approved, the declarant

tendering such application shall be notified by the Secretary of the application's approval as expeditiously as possible. The Secretary shall also provide the new Chapter with an appropriate certificate memorializing the granting of said charter which has been signed by the President and the Secretary, and which has been impressed with this organization's official seal.

Section 4. Upon the granting of a charter, the declarant and members of a new Chapter may expeditiously form their own organization, which shall be self-governing with the exception that its decisions may be appealable to the Board of Directors. Each Chapter shall elect its own officers and conduct its own affairs in accordance with the provisions of these By-Laws and such other By-Laws as may be adopted by a Chapter. Such Chapter By-Laws shall not in any way conflict with these By-Laws. Upon a conflict arising between a Chapters By-Laws those of this organization, such conflict shall be resolved in favor of these By-Laws, and the Executive Committee shall be empowered to impose its decision in this regard in any lawful manner deemed appropriate. Upon application, and providing this organization is recognized or certified as the exclusive collective bargaining representative of the bargaining unit whose members constitute a Chapter, this organization shall cede that part of its rights as exclusive collective bargaining representative as is necessary to permit the governing committee of said applying Chapter to bargain with all employers for whom only the members of said Chapter are employed.

Section 5. No member of any Chapter shall be required to pay combined dues to his or her Chapter and annual dues to this organization which exceed a sum equal to 2% (two percent) of the minimum annual earnings of employees in that bargaining unit. This absolute limitation on dues shall apply irrespective of whether such dues are a percentage of earnings or are periodic in nature.

Section 6. Since no member of a bargaining unit shall be required to become a member of this organization as a condition of employment, no member may harass or otherwise coerce or intimidate other employees into becoming members of this organization. However, if a bargaining unit represented by this organization or a Chapter thereof ceases to maintain a majority of

the employees in its bargaining unit as members of this organization, the Guild shall revoke any and all bargaining rights ceded to such Chapter and shall withdraw and cease to represent the employees of such bargaining unit for collective bargaining purposes at the termination of the then current collective bargaining agreement. Each Chapter shall be under a duty to periodically inform its members of the provisions of this Section.

Article VII

Meetings

Section 1. Meetings of the Executive Committee shall take place quarterly on the day preceding the meetings of the Board of Directors at 9:00 AM at a location to be designated by the President when the Executive Committee and the Board of Directors meet on the same week-end. The remaining meetings shall take place at 9:00 AM on the first Saturday of the months of January and July at a location to be specified by the President.

Section 2(a). Regular meetings of the Board of Directors shall take place on the first Sunday after the first Saturday of the months of April and October at 10:00 AM. The location of said meetings shall be designated by the President. Notice of the respective meetings of the Executive Committee and the board of Directors shall be mailed to all officers and directors by the Secretary no later than 14 days in advance. Said notice shall contain an agenda determined by the President.

Section 2(b). Any meeting provided for in Sections 1 and 2(a) of this Article may, at the discretion of the officer designated to chair such meeting, be conducted through the medium of a telephonic conference call, providing that notice of such meeting is provided to all those individuals entitled to attend such meeting and the consent of a majority of those entitled to attend such meeting is obtained by the chair. An individual's participation in such a telephonic meeting shall be deemed to be his consent.

Section 3. Regular meetings of Chapters shall take place monthly at a time and location determined by the members of each chapter.

Notice thereof shall be mailed or delivered to all Chapter members no less than 14 days in advance.

Section 4. All meetings of the Board of Directors and Chapters shall be conducted according to Roberts' Rules of Order. The Chair shall decide all questions of Order subject to appeal and override by a majority of those present and voting.

Article VIII

Duties of Officers and Directors

Section 1. The President shall be the Chief Executive Officers of this organization and shall have general supervision of all of its affairs. He shall preside at all meetings of the Executive Committee and the Board of Directors, rule on all questions of order, enforce the observance of these By-Laws, and shall, before entering office, execute a proper bond for the account of the funds of this organization in an amount not less than 10% (ten percent) of the funds handled by the President during the preceding fiscal year, but in no case more than \$500,000 (five hundred thousand dollars). Such bond shall be individual or schedule in form and shall have a corporate surety thereon. Such surety company shall be a corporate surety which holds a grant of authority from the Secretary of the Treasury of the United States, and shall be an acceptable surety on Federal Bonds, at the expense of this organization, in favor of the International Guild of Symphony, Opera & Ballet Musicians, approved by the Board of Directors, and the same shall be filed with the Secretary. For his services, the President shall be paid a weekly salary to be determined by the Board of Directors. The President shall be reimbursed for all reasonable expenses incurred in the performance of his duty. With the approval of the Board of Directors, he may appoint or employ all persons deemed necessary to assist him in carrying out the business and functions of his offices. Such persons shall be paid a weekly salary recommended by the President and approved by the Board of Directors. He shall be empowered to call special meetings of the Executive Committee and of the Board of Directors. The President's term of office shall be for a period of three years.

Section 2. The Vice President shall have the duty of acting in the President's place in the absence or disability of the President, or when requested to do so by the President. He shall be directly responsible to the President and implement the policies of this organization. Should the Vice President be unable to assume the duties of the President, he shall notify the Secretary who shall call an emergency meeting of the Board of Directors for the purpose of electing a President Pro Tem from among its members. He shall attend all meetings of the Executive Committee and the Board of Directors and assume the Chair when a ruling or decision of the President is appealed. The Vice President shall be reimbursed for all reasonable expenses incurred in the performance of his duties. He shall be paid a weekly salary determined by the Board of Directors. The Vice President's term of office shall be for a period of three years.

Section 3. The Secretary shall attend all meetings of the Executive Committee and the Board of Directors, keep minutes of the proceedings, execute such writings as may be required by the various bodies of this organization, preserve the books, papers and documents pertaining to his office and transfer them to his successor clear of all encumbrances. He shall notify each applicant for membership of his acceptance or rejection forthwith. He shall notify each declarant applying for a Chapter charter of the granting or rejection of said charter. He shall maintain a current and official copy of this organization's By-Laws and all amendments thereto. He shall cause to have published copies of these By-Laws in a number to be determined by the Executive Committee. He shall be the editor of the official journal. He shall mail all notices of meetings to the members of the Executive Committee and the Board of Directors. He shall have custody of this organization's official seal and impress said seal on official documents requiring the same. He shall be entitled to employ the persons necessary to carry out his functions, subject to the approval of the Executive Committee. He shall be paid a weekly salary to be determined by the Board of Directors. The Secretary's term of office shall be for a period of three years.

Section 4. The Treasurer shall, before entering upon the duties of his office, execute a proper bond for the account of the funds of

this organization in an amount not less than 10% (ten percent) of the funds handled by the Treasurer during the preceding fiscal year, but in no case more than \$500,000 (five hundred thousand dollars). Such bond shall be individual or schedule in form and shall have a corporate surety thereon. Such surety company shall be a corporate surety which holds a grant of authority from the Secretary of the Treasury of the United States, and shall be an acceptable surety on Federal Bonds, at the expense of this organization, in favor of the International Guild of Symphony, Opera & Ballet Musicians, approved by the Board of Directors, and the same shall be filed with the Secretary. He shall open a ledger account for each member and Chapter, debit all sums payable and credit all sums received. He shall issue a receipt for all sums collected, and his accounts shall be open to the inspection of all proper parties. He shall submit an audited account annually to the Board of Directors attesting to the accuracy of his books and accounts and that all funds entrusted to him are properly accounted for. He shall maintain an alphabetized registry of all members, their addresses, telephone numbers, Social Security numbers and designated instruments. He shall deposit all funds received in a bank or banks designated by the Board of Directors in the name of the International Guild of Symphony, Opera & Ballet Musicians, to be drawn out only by check signed by him pursuant to an authorized voucher. He shall keep an account of the receipts and disbursements in such form as will show the financial condition of this organization at any time. He shall deposit the securities of this organization in a safety deposit box rented in the name of this organization, and shall have access to said safety deposit box in the personal presence of the President or other officer designated by the President for such purpose. He shall be entitled to employ the persons necessary to carry out his functions, subject to the approval of the Executive Committee. For the performance of his duties he shall be paid a weekly salary to be determined by the Board of Directors. The Treasurer's term of office shall be for a period of three years.

Section 5. The Board of Directors shall, in addition to the powers conferred upon it by the statutes of the State of Washington, be empowered to act on all matters to come before it, authorize all appropriations of funds, decide all appeals brought before it,

examine all claims against this organization and order paid all just bills. It shall also be empowered to engage legal counsel, certified public accountants and all other professionals deemed necessary to carry out the legal functions of this organization. Before entering upon the duties of their offices, each Director shall, for the proper account of the funds of this organization, execute a proper bond or a certificate thereof, in an amount not less than 10% (ten percent) of the funds handled by the Board of Directors during the preceding fiscal year, but in no case more than \$500,000 (five hundred thousand dollars). Such bond shall be individual or schedule in form and shall have a corporate surety thereon. Such surety company shall be a corporate surety which holds a grant of authority from the Secretary of the Treasury of the United States, and shall be an acceptable surety on Federal Bonds, at the expense of this organization, in favor of the International Guild of Symphony, Opera & Ballet Musicians, approved by the Board of Directors, and the same shall be filed with the Secretary. Each Director shall be paid an annual salary to be determined by the Board of Directors. Each Director's term of office shall be for a period of time determined by said Director's constituent Chapter.

Section 6. In the event of a vacancy of the office of Vice President, Secretary or Treasurer, the Board of Directors may elect any Director to serve in such vacant office for the unexpired term of said office.

Article IX

Amendments

Section 1. Amendments to the By-Laws may be proposed by any member. Proposed amendments shall be submitted in writing to the Secretary, who shall present all proposed amendments to the By-Laws at a regular meeting of the Board of Directors for a first reading. Following said meeting, the Secretary shall supply each member of the Board of Directors with a true copy of each proposed amendment. At the next ensuing meeting of the Board of Directors, each proposed amendment read at the previous meeting shall be read for the second time and acted upon. To be enacted, a resolution to adopt must be carried by a vote of a minimum of two-

thirds (2/3) of the Board of Directors. An adopted amendment shall become effective upon adoption unless a later effective date shall be adopted as a part of said amendment.

Article X

Impeachment

Section 1. An officer of this organization may be impeached and discharged from office for violation of his duties as an officer or member by the 2/3 vote of the Board of Directors sitting as a Trial Board at a special meeting called for that purpose after fifteen days written notice. The Articles of Impeachment shall be drafted by the Charging Party, who may be any member in good standing of this organization. The Charging Party shall file Articles of Impeachment with the Secretary who shall cause a verified copy thereof to be served upon the Charged Party. The accused shall have no less than thirty days to prepare his defense. The Charged Party shall have the right to be confronted by the person or persons accusing said officer and shall have the right to cross-examine witnesses testifying against him. When both parties to an impeachment have presented their testimony and other evidence, and have summed up their respective cases, the Trial Board shall go into Executive Session and decide upon the guilt or innocence of the Charged Party. Should the Charged Party, upon the preponderance of the evidence, be found guilty as charged, said officer shall be discharged forthwith from office.

Article XI

Section 1. Whenever the words "member", "officer", "Executive Committee", "Board of Directors", "declarant", "President", "Vice President", "Secretary", "Treasurer", or any modifying or substituted pronoun therefor is used in these By-Laws, such words and respective pronouns shall be held and taken to mean and include both the singular and the plural, as well as the masculine and feminine gender thereof.

Article XII

Merger and Dissolution

The life of this organization shall be perpetual unless duly merged into another compatible organization or dissolved by a Resolution of its Board of Directors. Such Resolution, to be effective, must be approved in writing by a 2/3 majority of all the Directors of this organization. Such Resolution must provide for the payment of all outstanding debts and taxes. Upon the adoption of such a Resolution, all assest of this organization shall be distributed in accordance with the lawful terms of said Resolution and with the laws of the State of Washington governing such actions.