

The Guild of Glimmerglass Festival, Inc.

BYLAWS

Adopted January 7, 1996, by the Guild membership and revised by the Board September 15, 1997; October 4, 1998; October 16, 2002; July 23, 2003; March 24, 2010; March 24, 2021; August 24, 2022

Article One: Name

The name of this organization shall be the Guild of Glimmerglass Festival, Inc., hereinafter referred to as the Guild. The Guild, a corporation under New York State law, is an independent organization.

Article Two: Purpose

The purpose of the Guild shall be to promote and support the Glimmerglass Festival through volunteer services, community outreach and educational programs as well as assistance in fund raising to provide financial support that aligns with the financial goals of the Festival, including any additional needs or efforts defined by the Festival and the Guild leadership.

Article Three: Membership

Membership in the Guild is open to all those interested in supporting and participating in the purpose of the Guild as defined in Article Two.

Dues

Guild dues shall be payable annually during the membership drive. Changes to the dues shall be recommended by the Board and approved by the Guild membership at its General Meeting. Notice of such changes shall be included in the agenda for the Membership Meeting.

Membership Meetings

The Guild general membership shall meet annually at such time and place to be designated by the Board to review annual reports and to elect members of the Board. Special meetings of the Guild

membership may be called by the President or upon petition by any ten members of the Guild. Decisions shall be made by a majority, defined as at least 1+ half, of Guild members present.

Article Four: Board

Responsibility for the affairs of the Guild shall be vested in a Board consisting of no less than fourteen or more than twenty members, including four Officers and the Chairs of Standing Committees. Responsibility for the management of the Guild shall be vested in the Board, which shall exercise general oversight of the Guild membership. The Board shall request reports by the Standing and ad hoc Committee Chairs at each Board meeting and upon times of additional requests. Board members are expected to participate in all Board meetings.

1. Board members shall be elected for two-year terms and may serve consecutive terms.
2. Terms shall be staggered so that approximately half of the Board is elected each year.
3. The Board shall include, as a voting member, a Trustee Representative appointed by the Festival who shall serve as ex officio member.
4. An unexpired term may be filled, or a new member added, by a three-fourths vote of those present at any meeting of the Board. Notice will be sent to the Board at least fourteen days in advance of that meeting.
5. Board members elected for less than a complete term shall be eligible for election to a full term at the next General Meeting of the Guild membership.
6. All Board members, excepting the four Officers, shall be members of one or more committees of the Guild.

Board Meetings

The Board, newly elected or re-elected by the Guild membership in the General Meeting, shall convene in the month following its election for the purpose of electing new Officers and conducting other necessary business. There shall be at least six other general

meetings of the Board a year. Special Board meetings may be called by the President or at the written request of five Board members. The presence of two-thirds of Board members shall constitute a quorum and decisions shall be made by a majority of Board members present.

Election of Board Members and Officers

The Nominating Committee shall present a slate of candidates for election to the Board at the annual General Meeting of the Guild membership. The Committee shall also recommend to the Board a slate of Officers to be elected at the Board Meeting following the annual Meeting. The slate of Board and Officer candidates shall be distributed at least fourteen days in advance of the meeting when the slate will be presented for election. All elections shall be approved by a majority vote of those members present.

Nominations from the floor

Unless otherwise specified by the Board for a particular Board membership or Officer position, additional nominations may be made from the floor, with the acknowledged permission of the additional nominees.

Assumption of duties

Newly elected Board members shall assume their duties immediately upon conclusion of the General Meeting at which they are elected. Newly elected Officers shall assume their duties immediately upon election by the Board.

Committees

Executive Committee

The Board may appoint an Executive Committee from among Board members and delegate to the Executive Committee the Board's powers and duties herein described as the Board deems necessary and proper. The President shall serve as Chair of the Executive Committee.

Standing Committees

The President shall appoint Standing Committee Chairs immediately following his or her election and assumption of the Presidential duties or as soon as practicable thereafter or as vacancies occur. Each Standing Committee shall be chaired by a Board member and have no less than three members, except as otherwise provided herein or by the Board. Standing Committees shall be as follows:

The *Communications Committee* shall undertake such duties as the Board may assign. Such duties may include but are not limited to communications both within the Guild and with the general public, organizing electronic communication with members, publishing the Guild newsletter, maintaining the Guild's Web presence and preparing media releases.

The *Education/Community Engagement Committee* shall undertake such duties as the Board may assign which may include but are not limited to developing educational projects for regional students, opera education and promotional programs for adults in the community, and such other educational programs as the Festival or Board may request.

The *Finance Committee*, chaired by the Treasurer of the Guild, includes the Chairs of all standing committees. The Committee shall undertake such duties as the Board may assign which may include but are not limited to developing policies and procedures for the access of funds, assisting in the annual budget development process, and overseeing budgeting, financial planning and financial reporting. The Guild's annual budget shall be prepared reasonably in advance of the fiscal year to which it applies. It shall be presented to the Board for approval prior to the start of the fiscal year.

The *Fundraising Committee* shall undertake such duties as the Board may assign. These duties may include but are not limited to improving and expanding current activities and

developing new programs and activities to support the financial needs of the Guild and the Festival. In collaboration with the financial officer of the Guild, this committee will assure donations are reported according to New York State tax free status requirements and shared with donors for annual tax recording.

The Grounds Committee shall undertake such duties as the Board may assign and the Festival may request which may include assisting the Festival staff with caring for areas of the grounds i.e. gardening and weeding, and support for aesthetic improvements.

The Hospitality Committee shall undertake such duties as the Board may assign and the Festival may request. Routine duties may include but are not limited to planning and hosting parties, receptions, and working suppers for the Festival and its guest artists and seasonal staff; organizing such other programs as the Festival may request. The Committee Chair is the formal liaison to the Festival team organizing the parties and dinners.

The Membership Committee shall undertake such duties as the Board may assign. Such duties may include but are not limited to conducting the annual membership renewal drive, organizing efforts to recruit new members, maintaining membership records and issuing the Membership Directory annually.

The Nominating Committee shall undertake such duties as the Board may assign. Such duties include but are not limited to building a pool of candidates for the Board and identifying candidates willing to serve as Officers. The Committee shall have no less than five members, including its Chair and four other Board members.

The Volunteer Services Committee shall undertake such duties as the Board may assign. Such routine duties may include but are not limited to coordinating the volunteer activities of Guild members, maintaining volunteer records, and continuously reviewing volunteer resources.

Ad hoc Committees

Ad hoc committees may be created and abolished as deemed necessary by the President or the Board. The President shall appoint the chair of any ad hoc committee, which shall have no less than three members, except as otherwise decided by the Board. Ad hoc committees shall report to the Board at scheduled Board Meetings and additionally at such time and in such manner as requested by the President or the Board.

Article Five: Officers

Officers of the Guild: President, Vice President, Secretary and Treasurer shall be elected by the Board from its membership for terms of one year and may serve consecutive years. A vacancy in any office may be filled by a majority vote of the Board at any of its meetings. The duties and powers of the Officers shall be as follows:

1. The President shall preside at all meetings of the Board and the Guild; shall be an ex officio member of all Standing and ad hoc committees (except Nominating); and shall represent the Guild to the Governing Board of the Festival.
2. The Vice President, in the absence of the President, shall assume all the responsibilities of that office and shall carry out such additional tasks as assigned by the President.
3. The Secretary shall record the minutes of all Board and Guild meetings, distribute them as directed by the Board, keep two archival sets of such minutes, as well as, upon request, submit the annual report of the Board to the Festival, and send out notices of Board and Guild meetings. This process will be done in conjunction with the Communications Committee. The Secretary shall serve as parliamentarian and will have access to the Robert's Rules of Order Revised edition at the time of Board Meetings.
4. The Treasurer shall have custody of all funds and financial records of the Guild and keep detailed accounts of receipts and disbursements; prepare monthly statements for the Board; and

upon request, submit an annual financial report to the Board and to the Treasurer of the Festival at the end of each fiscal year. The Treasurer oversees the Finance Committee with the Standing Committee Chairs participating as members to develop an annual budget aligned with the fiscal year of the Festival in support of the fiscal goals of the Festival and the Guild. The Treasurer shall prepare and submit an annual audit, reports or other documents required by New York State for non profit organizations.

Article Six: Meetings

Notice of Meetings

Unless otherwise specified, notice of all meetings of the Board and Guild membership, including a proposed agenda, shall be provided at least fourteen days in advance of the meeting.

Presence at Meetings

Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent to the action. The consents must be in writing, which may be done electronically, and include a clear statement of the action to be taken. The Board can vote by email, but it can only authorize an action with unanimous participation and consent. The written consents of the members shall be filed with minutes of the proceedings.

Article Seven: Fiscal Affairs

Funds Management

The Guild's fiscal year shall be the same as that of the Festival. All funds raised by the Guild shall be handled by the Guild Treasurer. No funds raised by the Guild shall inure to the benefit of any Guild member.

Signatories to the Guild's Banking Account

There shall be two signatories to the Guild's banking account: the Treasurer and either the President or Vice President.

Article Eight: Miscellaneous

Consultations and clearance

The President or President's designee shall consult with the General Director of the Festival or the General Director's designee to coordinate Guild activities with the Festival's policies and plans.

International affiliation

The Guild shall be a member of "*Opera Volunteers International*" or any successor thereto and shall assume the cost of registration fees for one Guild member to attend the annual conference of such organization. The President, with Board approval, will appoint a Board member to act as the Guild's representative providing updates at all Board meetings.

Parliamentary authority

Robert's Rules of Order, Revised 12th Edition, shall be the parliamentary authority governing all meetings. As parliamentarian, the Secretary shall be the official arbiter in questions regarding the conduct of a meeting.

Amendments

These bylaws may be amended, repealed, or replaced by a two-thirds vote of the Board. Board members shall receive written notice of the proposed changes at least fourteen days in advance of the meeting at

which the vote is to be taken. Bylaws of the Guild shall be reviewed every 3 years, or as requested by the Board.