



# BYLAWS

## of the

# REGIONAL ORCHESTRA PLAYERS' ASSOCIATION

*Revised August 2008, Houston, Texas*

### **Article I. NAME**

The name of this Association shall be the *Regional Orchestra Players' Association*, hereinafter referred to as "ROPA." It shall be an official Conference of the American Federation of Musicians, hereinafter referred to as the "Federation."

### **Article II. PURPOSE**

The purpose of ROPA shall be to promote the interests of its Member Orchestras and their musicians, both full time and part-time, to enhance communications among these orchestras and with the Federation, its Locals and its Conferences, and to pursue any other activities conducive to the general welfare and artistic wellbeing of its members, as a Conference of and in accordance with the Bylaws of the Federation.

### **Article III. MEMBERSHIP**

Section 1. The following orchestras, having been active in the founding of ROPA, shall be known as Charter Members: Austin, Charlotte, Colorado Springs, Columbus, Florida Orchestra (Tampa Bay), Fort Wayne, Fort Worth, Grand Rapids, Hartford, Jacksonville, Memphis, Nashville, New Mexico, Omaha, Philharmonic Orchestra of Florida (Fort Lauderdale), Richmond, Sacramento, San Jose, Savannah, Shreveport, Spokane, Tulsa, Virginia Symphony (Norfolk), and Wichita.

Section 2. Membership Requirements

- (a) Any symphony orchestra, as defined in Article 14 of the Federation's Bylaws, having its principal office in the United States of America or its territories shall be eligible for membership and shall be accepted for membership upon having an AFM collective bargaining agreement, ratifying these Bylaws and paying the prevailing dues.
- (b) Such orchestra shall make written application to the Vice-President and shall provide such information as is requested by the Vice-President. The Vice-President shall present the application to the Executive Board which shall accept or reject the application.

- Section 3. The collective membership of any orchestra maintaining membership in ROPA shall constitute a Member Orchestra.
- Section 4. Once an orchestra has been admitted to membership, it shall be entitled to continue that membership as long as it adheres to the Bylaws of ROPA and pays established dues in a timely fashion.
- Section 5. A symphony orchestra may apply for Associate Membership in ROPA under the following conditions:
- (a) Its total budget is \$800,000 or less. If the total budget of an orchestra with Associate Membership should exceed \$800,000, that orchestra must either apply for full ROPA membership or resign its associate membership.
  - (b) Associate members shall not be eligible for the AFM Regional Orchestra Emergency Relief Fund unless otherwise determined by the Trustees of the Fund.
  - (c) Associate members shall not be eligible to vote, to serve as officers or Convention delegates, or to serve on committees.
  - (d) Associate members shall receive the ROPA delegate roster, copies of each "Leading Tone", selected ROPA bulletins and the ROPA Wage chart.
  - (e) Associate members shall send a non-voting delegate to each annual Conference who shall be allowed limited participation in floor debate.
  - (f) The dues for Associate members shall be \$200 per year, payable in accordance with the regulations set forth in Article VIII of the ROPA Bylaws.

#### Article IV. OFFICERS

- Section 1. **Enumeration:** The Officers of ROPA shall consist of a President, a Vice-President, a Secretary, a Treasurer, six Members-at-Large, a non-voting Editor, and a non-voting Delegate-at-Large to the AFM Convention.
- Section 2. **President:** The President shall
- (a) preside at all ROPA General Meetings and Executive Board Meetings.
  - (b) appoint all committees, subject to approval of the Executive Board, and serve as an ex-officio member of all committees.
  - (c) call all meetings of the Executive Board. Such meetings may be conducted by telephone conference as necessary.
  - (d) serve as the liaison with the other Player Conferences and other appropriate organizations, with his or her official statements of ROPA policy in this capacity subject to the approval of the Executive Board except as expressly mandated by the Bylaws or a duly adopted policy of the Conference.
  - (e) submit a written report of his or her official activities to each General Conference.
  - (f) be, by virtue of office, the elected representative to the AFM Player Conference Council.
  - (g) be, by virtue of office, First Delegate to the AFM International Convention.

Section 3. **Vice-President:** The Vice-President shall

- (a) preside at meetings in the absence of the President or when the President so requests.
- (b) process all ROPA membership applications.
- (c) have custody of and supervise the use of the conductor evaluation files.
- (d) establish, supervise, and be responsible for an internal communication system that will ensure regular dialogue with the Members.
- (e) maintain vendor relationships with any utility services necessary for communications, including telephone services and/or Internet services.
- (f) submit a written report of his or her official activities to each General Conference.
- (g) be, by virtue of office, the first alternate elected representative to the AFM Player Conference Council.
- (h) be, by virtue of office, Second Delegate to the AFM International Convention.

Section 4. **Secretary:** The Secretary shall

- (a) keep an accurate record of the proceedings of all meetings.
- (b) send the minutes of each General Conference to all Members.
- (c) gather information for and distribute bulletins to all Members and their Locals and answer all communications pertaining thereto.
- (d) maintain contact data for all Delegates, Alternates, and Local representatives as well as any other contacts he or she finds necessary, and make this information available to the Executive Board as needed.
- (e) procure and preserve all necessary items pertaining to his or her office and promptly transmit them to his or her successor upon leaving office.
- (f) submit a written report of his or her official activities to each General Conference.
- (g) send such documents and reports to the AFM as the AFM Bylaws may require.
- (h) be, by virtue of office, the second alternate elected representative to the AFM Player Conference Council.
- (i) be, by virtue of office, be the first Alternate Delegate to the AFM International Convention.

Section 5. **Treasurer:** The Treasurer shall

- (a) collect all dues and contributions and keep an accurate record of all receipts and disbursements.
- (b) deposit all ROPA monies in Federally insured accounts and be authorized to sign all instruments of withdrawal in his or her capacity as Treasurer.
- (c) keep and maintain all financial books and records submit a complete statement of all receipts and disbursements during his or her term of office to each General Conference, opening these books and records to the Executive Board at any time.

- (d) promptly transmit all ROPA books, records, and monies in his or her possession to his or her successor upon leaving office.
- (e) submit a written report of his or her official activities to each General Conference.
- (f) send such documents and reports to the IRS and DOL as Federal Law may require.
- (g) be, by virtue of office, the third alternate elected representative to the AFM Player Conference Council.
- (h) be, by virtue of office, be the second Alternate Delegate to the AFM International Convention.
- (i) in the event that the ROPA Treasurer leaves office prior to the end of the fiscal year, the ROPA Executive Board shall conduct an audit and make a written report to the ROPA Delegates.

Section 6. **Members-at-Large:** The Members-at-Large shall

- (a) maintain regular two-way communication with the Members.
- (b) perform such other specific duties as the Executive Board may assign.

Section 7. **Editor:** The Editor shall

- (a) prepare and promulgate at least four issues annually, during the months of September through May, of ROPA's official Newsletter, which shall be named The Leading Tone.

Section 8. **Delegate-at-Large to the AFM Convention:** The Delegate-at-Large to the Convention shall

- (a) work with the First and Second Delegates to the Convention to research and prepare appropriate legislation for presentation to the Convention.
- (b) submit a written report of the AFM Convention to the subsequent General Conference of ROPA.

## **Article V. ELECTIONS**

Section 1. **Eligibility for Office:** Any member of a Full Membership ROPA Orchestra who is a member in good standing of the AFM and does not hold a managerial or supervisory position in that orchestra shall be eligible to hold a ROPA Office. Should an Officer cease to meet any of these qualifications during his or her Term of Office, his or her office shall automatically become vacant. With the exception of Editor, no more than two members from any one orchestra may hold Office at the same time.

Section 2. **Time of Elections:** There shall be an election of Officers on the final day of each General Conference of ROPA. The election in even numbered years shall be for President, Treasurer, Editor, and three Members-at-Large. The election in odd numbered years shall be for Vice-President, Secretary, and the three remaining Members-at-Large. The Delegate-at-Large to the AFM Convention shall be elected at the ROPA Conference directly following an AFM Convention.

- Section 3. **Term of Office:** The term of each Office, except for Delegate-at-Large to the AFM Convention, shall be approximately two years. The term of office for Delegate-at-Large shall be approximately three years. It shall commence immediately following the adjournment of the Conference during which the regular election for that Office was held, or immediately following the election in the event it was not held at a ROPA Conference, and shall end with the next regular election for that Office. An Officer shall hold Office during the term for which he or she has been elected or until his or her successor has been duly installed.
- Section 4. **Nominations:** Nominations shall take place from the floor of the ROPA Conference prior to the day of the election. Each candidate must consent to the nomination - either in person at the time of nomination or by giving a written statement to the Secretary at or prior to the nomination - as a condition of having his or her name on the ballot.
- Section 5. **Balloting:** Elections shall be by secret ballot. In the event that only one candidate is nominated for an Office, that candidate shall be declared elected by acclamation, without the need of balloting. The President shall appoint an Election Committee of three ROPA Delegates who are from Full Membership ROPA Orchestras and who are neither Officers nor candidates for Office. Each Full Membership ROPA Orchestra Delegate may cast one ballot, on which he or she shall vote for not more than the number of positions to be filled for each Office. Any votes cast in violation of this rule shall be null and void. The Election Committee shall gather and tally the ballots. In case of a tie, a runoff election shall be held immediately following the preliminary announcement of the election results. The candidates receiving the largest number of votes for Member-at-Large shall be declared elected. In years when Member-at-Large positions are open for both two-year and one-year terms, the two-year terms shall be filled by the candidates receiving the highest numbers of votes, and the one-year terms shall be filled by the candidates with the next-highest numbers of votes. In case of a tie at the point determining the winner of a two-year term, a runoff election shall be held immediately following the preliminary announcement of the election results. A majority of votes cast shall be necessary for election to any other Office. The Chair of the Election Committee shall report the count of the tally to the body and shall declare which candidates are elected.
- Section 6. **Vacancies:** In the event of a vacancy in the Office of President, the Vice-President shall assume that Office. In the event of a vacancy in any other office, the Executive Board shall appoint a replacement for a temporary period lasting until the next Annual Conference, where an election shall be held for a member to serve the remaining term of office, if any.  
In the event that the President or Vice-President is unable to attend the AFM International Convention, the next available Alternate Delegate shall fulfill the role of First or Second Delegate to the Convention. In the event of a vacancy in the Office of Delegate-at-Large to the AFM Convention, the next available Alternate Delegate shall fill that Office.  
In the event there are no more available Alternate Delegates to fill a vacancy in one of the three Delegates to the Convention, the Executive Board shall select a replacement.

## Article VI. EXECUTIVE BOARD

- Section 1. **Composition:** The Officers shall collectively constitute the Executive Board, but the Editor and Delegate-at-Large shall be non-voting members of that Board.
- Section 2. **General Powers and Duties:** Between General Conferences, the Executive Board shall have general supervision of the affairs of ROPA. It shall carry out the mandates of the membership and perform such other duties as are set forth in the Bylaws.
- Section 3. **Funds:** The Executive Board shall have the power to draw upon the ROPA treasury at its discretion to further the interests of ROPA. The Officers shall be authorized to incur and be reimbursed for reasonable expenses pursuant to their Offices.
- Section 4. **Subordination to General Conference:** The Executive Board shall at all times be subject to the orders of a General Conference. None of its acts shall conflict with action taken by a General Conference. Subject to this limitation and any imposed by the Bylaws, the Executive Board shall have full power to act on all matters pertinent to the well-being of ROPA.
- Section 5. An Honorarium for the office of President shall be set by the Executive Board, subject to the approval of the general membership.
- Section 6. **Posting of Minutes:** The Secretary shall post minutes of every Executive Board meeting on the ROPA web site within 45 days following their approval by the Board. Copies of all Executive Board minutes will be distributed to the delegates in the regular Secretary mailings.
- Section 7. **Delegates to the AFM Convention:** All three Convention Delegates shall be responsible for representing the interests of ROPA and its members at the Convention, and shall maintain communication with the Executive Board in all related activities.
- Section 8. **Meetings.** The ROPA Executive Board shall make best efforts to meet in person between Conferences, the date and location of which shall be determined by the Board.

## Article VII. STANDING COMMITTEES

- Section 1. **Enumeration.** The ROPA President shall appoint members to the following ROPA Standing Committees, subject to approval of the ROPA Executive Board: Legislative Committee, Electronic Media Committee, Conference Committee and Auditing Committee.
- Section 2. **Subordinate to the ROPA Executive Board.** All Standing Committees shall report to the Executive Board. No Standing Committee may take action other than to make recommendations to the Executive Board, except where specifically indicated below. Each committee shall elect its own chairman, except where indicated below.
- Section 3. **Legislative Committee.** The Legislative Committee shall have the purpose of researching ROPA's position on AFM Convention legislation; collaborating with other player conferences in generating beneficial AFM Convention legislation; and generating ROPA Conference legislation recommendations. All positions and proposals must be submitted only to the ROPA Executive Board; the Board

shall vote whether to adopt the position, or to submit the proposals to the appropriate body for consideration. The ROPA Delegate-at-Large to the AFM Convention shall be ex officio, the chairman of the Legislative Committee. The two remaining Delegates to the AFM Convention shall be members of the Legislative Committee, and the ROPA President may appoint up to three additional members to the Legislative Committee.

- Section 4. **Electronic Media Committee.** The ROPA Electronic Media Committee shall have the purpose of researching ROPA's position on recording and broadcast (including network transfer and Internet download) issues, and other electronic media issues, currently faced by regional orchestra musicians. The ROPA President shall appoint at least three members to the Committee. The chairman of the ROPA Electronic Media Committee shall be, ex officio, the primary ROPA representative to all AFM electronic media meetings.
- Section 5. **Conference Committee.** The ROPA Conference Committee shall have the purpose of assisting the ROPA Conference Coordinator with Conference details; and to supervise Conference scheduling, content, logistics, CFP's (calls for presentations). The Conference Coordinator shall be, ex officio, the chairman of the Conference Committee. The ROPA Treasurer shall be, ex officio, a member of the Conference Committee. The ROPA President shall appoint up to three additional members to the Conference Committee.
- Section 6. **Auditing Committee.** The ROPA Auditing Committee shall have the purpose of conducting a financial audit and presenting a report to the ROPA Annual Conference. The Auditing Committee shall be selected by the ROPA President prior to the end of the fiscal year. It shall consist of three (3) ROPA Delegates from Full Member Orchestras who are not members of the ROPA Executive Board and who are attending the Annual Conference.

## Article VIII. CONFERENCES

- Section 1. An annual Conference of ROPA shall be held at a time and place designated by the previous Conference, except that the ROPA Executive Board shall have the power to alter or amend, as it may deem necessary, the selected location and/or date(s) of an upcoming ROPA Conference.
- Section 2. Each Member Orchestra shall elect or select a Delegate and Alternate Delegate(s) through a verifiable process agreed upon by the orchestra, at least one of whom shall attend the annual ROPA Conference. The outgoing Delegate of each Member Orchestra shall forward the names and contact information of any newly elected Delegate and/or Alternate Delegate to the ROPA Secretary within two weeks of the election. Any member of a ROPA orchestra may serve as its orchestra's Delegate provided he or she is a member in good standing of the Federation and does not hold or assume a managerial or supervisory position. Only one delegate from each Member Orchestra shall be a Voting Delegate. Each Member Orchestra shall determine for itself the degree of representational authority its Voting Delegate may assume.
- Section 3. Participation in Conferences of ROPA by representatives of the Federation or of its Locals in whose jurisdiction any Member Orchestra has its principal office is

encouraged. Such representatives shall have a voice on the floor of the Conference.

Section 4. All other members of Member Orchestras may attend any Conference of ROPA as observers.

Section 5. Each Member Orchestra shall be allowed only one vote even in those instances where an orchestra has one of its members on the Executive Board.

Section 6. When a referendum of all Member Orchestras is called, each orchestra shall have one vote. A simple majority vote shall prevail.

Section 7. It is an obligation of ROPA membership for each Member Orchestra to participate in the Annual ROPA Conference.

**Article IX. PARLIAMENTARY AUTHORITY**

Section 1. To the extent that they are applicable and not inconsistent with these Bylaws, the latest edition of Roberts Rules of Order shall govern ROPA.

**Article X. FUNDS**

Section 1. The funds of ROPA shall be created and maintained by dues and contributions of Member Orchestras.

Section 2. All funds shall be used to further the interests of ROPA.

Section 3. Dues for a Full Member Orchestra shall be \$680 annually. Dues for an Associate Member Orchestra shall be \$200 annually.

Section 4. Late Fees

(a) Each Member Orchestra shall pay annual dues no later than December 31 of each Fiscal Year (July 1 - June 30). Late fees will be assessed to any orchestra whose annual dues are received after December 31. Late fees shall be calculated as follows:

<b>Dues Paid</b>	<b>On or After</b>	<b>But Prior To</b>	<b>Late Fee Shall Be</b>
	January 1	February 1	\$ 5.00
	February 1	March 1	\$ 10.00
	March 1	April 1	\$ 20.00
	April 1	May 1	\$ 30.00
	May 1	June 1	\$ 40.00
	June 1	July 1	\$ 60.00
	July 1	August 1	\$ 80.00

If the dues remain unpaid by the beginning of the ROPA Conference, the Orchestra shall be expelled from membership and can only be reinstated upon payment of a \$100.00 reinstatement fee, together with all back indebtedness. The Executive Board shall be empowered to grant an extension for payment and/or

waive any penalties if, in its opinion, an extraordinary situation requires the same.

- (b) Any orchestra accepted into membership during the last six months of the fiscal year shall pay dues for that part-year period in an amount equal to 50% of the regular annual dues.

Section 5. Special assessment of Member Orchestras for specific ROPA projects shall occur only by referendum of each Member Orchestra.

Section 6. AFM Regional Orchestra Emergency Relief Fund (ERF)

- (a) Each Full Member Orchestra shall contribute \$100 annually to the AFM Regional Orchestra Emergency Relief Fund. Such contribution shall be forwarded by the Orchestra to the ROPA Treasurer no later than December 31st. The Treasurer shall transmit the contributions collected to the AFM Secretary Treasurer no later than April 1 of the following year. The purpose of the AFM Regional Orchestra Emergency Relief Fund shall be for assistance to orchestras involved in a strike, lockout, or other serious confrontation with management which, in the opinion of the Trustees, should be considered for Emergency Relief.
- (b) Non-interest-bearing loans of up to 20% of the funds available as of April 1st of the current year shall be made to orchestras not delinquent in their payment to the fund. Loans shall be repaid in twelve monthly installments commencing the first of the month following resolution of the confrontation.
- (c) The Fund shall be maintained and administered by three Trustees from the Federation, and the President and Treasurer of ROPA.
- (d) In the event of a strike, loans shall be payable from the Fund only after a strike has been ordered or approved by (1) the players of a participating orchestra acting by at least a majority vote or in accordance with some other established written policy requiring more than a majority vote, (2) the Local Executive Board or Orchestra Service Program, if applicable, and (3) the President's office.

## **Article XI. AMENDMENT TO BYLAWS**

Section 1. Amendments to Articles II and XI may be submitted at any Conference. Upon approval by a majority of Voting Delegates, the amendment shall be referred to Member Orchestras for ratification within 20 days. The Member Orchestras shall cast their ballots by certified mail addressed to the Secretary and postmarked within 90 days following the final day of the Conference. A Member Orchestra's vote shall be determined by a simple majority of its members voting. A  $\frac{2}{3}$  majority of those Member Orchestras voting shall be required for adoption.

Section 2. Amendments to the Bylaws other than Articles II and XI may be adopted by a  $\frac{2}{3}$  majority of those voting at an annual Conference of ROPA or by a simple majority of those Member Orchestras voting in a mail referendum. In the event of a mail referendum, the votes shall be sent to the Secretary by certified mail. A Member Orchestra's vote shall be determined by a simple majority of those of its members voting.