

BYLAWS OF THE  
BOULDER PHILHARMONIC ORCHESTRA PLAYERS ASSOCIATION  
(Adopted 09/1998 – Revised 07/2009)

**ARTICLE 1 – NAME**

The name of this organization shall be the Boulder Philharmonic Orchestra Players' Association (herein referred to as the "Players' Association"). It shall be a constituent assembly of the Denver Musicians Association, Local #20-623. American Federation of Musicians (herein referred to as the "Local").

**ARTICLE 2 – OBJECT**

The object of the Players' Association shall be:

- A. to unite the musicians of the Boulder Philharmonic Orchestra;
- B. to communicate the needs and wishes of those musicians to the Local through the Orchestra Committee;
- C. to conduct business with the Management of the Boulder Philharmonic Orchestra (herein referred to as the "Management") through the Orchestra Committee or other authorized committees in matters which are designated by the Master Agreement between the Boulder Philharmonic Orchestra ( herein referred to as the "BPO") and the Local or which are otherwise delegated to the Players' Association; and
- D. to work in general to promote the mutual welfare of the members of the BPO.

**ARTICLE 3 – MEMBERS**

The membership of the Players' Association shall consist of all Local members holding a current Individual Contract with the BPO or who are in receipt of a letter of intent from the Management to offer a Contract.

**ARTICLE 4 – ORCHESTRA COMMITTEE**

- A. The Players' Association shall elect an Orchestra Committee of five members who shall constitute its officers. The Orchestra Committee shall be the Players' Association's official liaison with the Local and with the Management. The Orchestra Committee shall also represent Musicians for all contract negotiations and perform such other duties and functions as may be designated in the Master Agreement or delegated to it by the Local.
  - 1. Between meetings of the Players' Association, the Orchestra Committee shall be authorized to act on behalf of and in the name of the Players' Association in all matters not inconsistent with the Master Agreement, with these Bylaws of the Local, of the American Federation of Musicians.

2. Other committees that the Players' Association or the Orchestra Committee shall deem necessary to carry on the work of the Players' Association, shall be appointed by the Chair with the concurrence of the Orchestra Committee unless otherwise provided or determined.
3. Meetings of the Orchestra Committee shall take place as needed at the call of the Chair or upon the petition of any three officers. Three officers shall constitute a quorum for meetings of the Orchestra Committee.
4. Formal remarks made by individual members of the Orchestra Committee must be representative of a majority of said committee. Abuse of representation shall be grounds for dismissal from the Orchestra Committee by a unanimous vote of the other 4 members of the committee.
5. Anyone who wishes to bring an issue before the Orchestra Committee shall first submit a formal petition to any Orchestra Committee member at least 3 days before the meeting at which it will be discussed.

#### B. ORCHESTRA COMMITTEE OFFICERS

1. As the first order of business at its first meeting following the annual elections, the Orchestra Committee shall elect one of its members to each of the following offices:
  - a) Chair;
  - b) Vice Chair (who shall also serve as Board Liaison);
  - c) Secretary.
2. The other two members shall serve as deemed necessary. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority specified herein.
3. The Chair shall serve as the presiding officer for all meetings of the Orchestra Committee and of the Players' Association. The Chair shall have the right to express the Orchestra Committee's official position on an issue and to defend that position in debate without leaving the chair, all rules and regulations to the contrary notwithstanding. To enter personally into the debate other than as a spokesperson for the Committee, however, the Chair shall relinquish the chair in accordance with standard Parliamentary practice.
4. The Vice Chair shall perform the duties of the Chair in the absence or disability of the latter. The Vice Chair shall also serve as Board Liaison and attend all Board of Directors meetings, reporting back to the Orchestra Committee.
5. The Secretary shall give notice of all meetings, keep a faithful record of all meetings, and conduct all correspondence not otherwise assigned.

### **ARTICLE 5 – MUSICIAN DIRECTORS**

- A. The Players' Association shall elect three (3) Musician Directors who shall serve on the Board of Directors of the Boulder Philharmonic Orchestra.
  1. Initially, the Musicians shall elect three (3) Musician Directors. The Musician receiving the largest number of votes shall serve a term of three (3) years; the Musician receiving the second largest number of votes shall serve a term of two (2) years; the Musician receiving the third

largest number of votes shall serve a term of one (1) year.

2. Every year thereafter, the Musicians shall select one (1) Musician Director who shall serve a term of three (3) consecutive years.
3. No Musician Director shall serve more than two consecutive terms (6 years).
4. No Musician Director shall simultaneously serve on the Orchestra Committee.
5. The Musician Directors shall attend all full Board Meetings of the BPO and shall be responsible for, but not limited to, communication between the Musicians and the Board of Directors.
6. The Musician Directors shall select a representative to serve on the Boulder Philharmonic Board of Directors Executive Committee.

### **ARTICLE 6 – ELECTIONS**

- A. All Orchestra Committee members and Musician Directors, as a condition of holding these positions, shall be and shall remain members of the Players' Association and members in good standing of the Local.
- B. Members of the Orchestra Committee shall serve for a term of two years with three members being elected in odd-numbered years and two members being elected in even-numbered years. The term of office shall commence on May 1 and conclude on April 30.
- C. Musician Directors shall serve for a term of three years with one (1) member being elected every year. The term of office shall commence on May 1 and concluded on April 30.
- D. Elections for the Orchestra Committee and Musician Directors shall occur between March 1 and April 30 of each year.
- E. Nominations shall be made and shall not be closed until there is at least one more candidate as there are positions open. Elections shall be by secret ballot via secure email, electronic survey or first-class mail, with each member allowed to cast as many votes as there are positions to be filled.
- F. Those nominees, equal in number to the number of positions to be filled, who receive the highest number of votes, shall be declared elected.
- G. Any vacancy, on the Orchestra Committee or Musician Directors, shall be filled for the remainder of the term by election.
  1. Any member elected to fill a vacancy shall assume the position immediately upon election.
  2. The Orchestra Committee may, at its option, appoint a member of the Players Association to fill a vacant position between the time that the vacancy occurs and the election of a permanent replacement.
- H. An Orchestra Committee Member shall be removed from his/her position upon a finding of guilt on charges of Bylaws violations justifying removal.

1. Charges bearing the signature of at least 10 members of the Players' Association must be filed in writing with the Chair of the Secretary, who shall immediately serve a copy of the charges upon the charged party.
2. The charges must state the specific Article(s) and Section(s) of the Bylaws allegedly violated and the acts giving rise to such violation.
3. The charges shall be heard at a special meeting of the Players' Association held no sooner than 10 or more than 30 days from the filing of the charges. Upon a finding of guilt by a two-thirds vote by secret ballot, the charged party shall be immediately removed from his/her position and the position declared vacant.

#### **ARTICLE 7 – ASSOCIATION MEETINGS**

- A. A regular meeting of the Players' Association shall be held in connection with one of the full rehearsals, selected by the Orchestra Committee, for the first concert of each Contract Year.
  1. Additional regular meetings may be held at least quarterly at a time and place determined by the Orchestra Committee.
  2. All regular meetings shall have an agenda. Any member of the Players' Association shall have the right to request that an item be placed on the agenda by submitting the same to a member of the Orchestra Committee at least 24 hours prior to the meeting.
- B. Emergency meetings may be called without notice if the meeting pertains to a rehearsal or performance in progress; or if an action must be taken by the membership following the meeting.
- C. The Orchestra Committee shall be empowered to cancel a regular meeting if it deems that there is no business requiring the attention of the members of the Players' Association at such meeting.
- D. Special meetings may be called by the Chair, by a majority of the Orchestra Committee, or upon a petition of 8 members of the Players' Association. At least three (3) days notice shall be given for a special meeting and the purpose of the meeting shall be stated in the call.
- E. The quorum for the meetings of the Players' Association shall be 20 members. In the absence of a quorum, an open meeting of the Orchestra Committee shall be held during which any members present may state their opinions. If at any time during this open meeting a quorum should be reached, a formal meeting of the Players' Association shall be called to order. If a quorum is not reached, a formal meeting of the Players' Association shall be called to order. If a quorum is not reached within a reasonable time, the Orchestra Committee shall be empowered to take action on any agenda items other than elections, ratification of a Master Agreement or amendment of the Bylaws.

#### **ARTICLE 8 – MASTER AGREEMENT NEGOTIATIONS**

- A. The Orchestra Committee shall serve as the negotiation committee.
- B. It shall be the responsibility of the Orchestra Committee to examine the Master Agreement with respect to the current season, to solicit the input of the membership on potential modifications to that agreement, to formulate proposed modifications of the Master Agreement for the next negotiations and to report and discuss its findings and proposals with the Players' Association at meetings prior to

negotiations. The Orchestra Committee shall communicate proposed modifications of the Master Agreement to the Local and work with the Local during negotiations to effect desired modifications.

- C. When tentative agreement on a new Master Agreement has been reached in negotiations or when the Orchestra Committee believes it necessary or desirable that a new Master Agreement proposal be put to a ratification vote, an outline of the proposed modifications shall be included in the call of the special meeting. Ratification of the Master Agreement will be a majority vote of all eligible AFM members voting. The vote shall be by a secret ballot. A favorable vote shall constitute a request that the Local execute the approved Agreement.
- D. At least one officer of Local #20-623, AFM shall be present at any negotiating sessions.

#### **ARTICLE 9 – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Players' Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Bylaws of the Local, the Bylaws of the AFM, or any special rules of order the Players' Association may adopt.

#### **ARTICLE 10 – AMMENDMENT OF BYLAWS**

- A. Amendments of these Bylaws may be proposed by the Committee, or by written petition signed by at least 15 members and submitted to the secretary.
- B. To become effective, any amendment so proposed must be approved and adopted by a two-thirds majority of those voting by secret ballot at a special meeting.
- C. The proposed amendment must be included in the notice of the meeting.
- D. These bylaws may be amended by a two-thirds vote at any regular meeting of the Players' Association at which a quorum is present, provided that the proposed changes have been submitted in writing to the membership 3 days prior to that meeting.

#### **ARTICLE 11 – PUBLISHING OF BYLAWS**

- A. All members shall be issued a copy of these Bylaws.
- B. The official copy of these Bylaws shall be left with the secretary of the organization.
- C. Any amendment to these Bylaws shall be distributed to all members of the organization upon adoption.

#### **ARTICLE 12 – ADHERENCE TO AFM LOCAL BYLAWS AND BPO MASTER AGREEMENT**

The Bylaws, rules and regulations of Local #20-623, the American Federation of Musicians and the BPO Master Agreement will take precedence over these Bylaws.