

BY-LAWS

SIERRA VISTA SYMPHONY ASSOCIATION

ARTICLE I

GENERAL

- Section 1.01. NAME. The name of the organization is the Sierra Vista Symphony Orchestra Association.
- Section 1.02. PURPOSE. The Association is organized to establish a non-profit organization that will raise the cultural level of the community by providing outlets for local artists and promoting educational opportunities for local artists.
- Section 1.03. FISCAL YEAR. The organization will operate on a fiscal year cycle starting on July 1 and ending on June 30 of each year.
- Section 1.04. NON-PROFIT ORGANIZATION. The Organization shall observe all local, state and federal laws which apply to a non-profit organization as defined in section 501 (c) 3 of the Internal Revenue Code.

ARTICLE II

MEMBERSHIP

- Section 2.01. CLASSES. There shall be two classes of members: Corporate and Individual.
- Section 2.02. DUES. The level of membership dues will be established by the Board of Directors.
- Section 2.03. QUALIFICATIONS. Membership may be granted to any individual or corporation that supports the mission and purposes of the Association, and who donates the yearly membership fee established by the Board of Directors. Membership is effective for the concert season in which the donation was received by the Association. Termination of membership is automatic when a member is in default in the payment of dues.

Section 2.04 VOTING. -Each current member shall have one vote at each membership meeting. In the case of joint membership, only one member is entitled to vote. In the case of any corporate membership, only one person representing the corporation shall have the right to cast its vote.

Section 2.05 MEETINGS. The annual membership meeting shall be held in June each year. A minimum of 10% of the members present in person or by proxy shall constitute a quorum for transaction of business at a membership meeting.

ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01 AUTHORITY OF DIRECTORS. The Board of Directors is the policy making body and may exercise all power and authority granted to the Association by Law.

Section 3.02 NUMBERS, SELECTION, AND TENURE. The Board of Directors shall consist of not fewer than three (3) nor more than twenty-five (25) elected members. Each Director shall be elected by a current paid symphony association member at the minimum General Level for a two (2) year term commencing at the first meeting of the Board of Directors following their election at the annual meeting. Any Director whether appointed or elected, shall be expected to support and attend all association sponsored activities. One member of the orchestra shall be elected by members of the orchestra to serve as an elected Director. Whenever a vacancy occurs for any reason among the elected Directors, such vacancy may be filled by the Board of Directors and the person chosen to fill the vacancy will serve for the unexpired term of his/her predecessor in office.

Section 3.03 RESIGNATION. Any member may resign by filing a written resignation which becomes effective upon receipt by the Secretary of the Association. Any resignation shall not relieve the member of the obligation to pay any dues or charges accrued or unpaid.

Section 3.04 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held monthly, with the date, time, and place to be determined by the President. Notification of the date, time, and place of each regular meeting shall be given by the Secretary at least five (5) days preceding the date of the meeting.

- Section 3.05 SPECIAL MEETINGS. Special Meetings may be called by the President. Notice of date, time, place and purpose of each special meeting shall be given, not fewer than(3) three days prior to the date of the meeting. No business other than specified in the notice shall be acted upon.
- Section 3.06 QUORUM AND VOTING. A quorum at Board of Director meetings shall consist of fifty (50) percent of the Board members as of the day of the meeting. All decisions will be by majority vote of those present at the meeting. No proxy vote shall be allowed.
- Section 3.07 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if all members of the Board or committee consent to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or committee as the case may be.

ARTICLE IV

AUTHORITY AND DUTIES OF OFFICERS

- Section 4.01 OFFICERS. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer.
- Section 4.02 APPOINTMENT /ELECTION OF OFFICERS ANDTERMS OF OFFICE. The officers of the Association shall be elected by the Board of Directors at the first Board meeting following the annual membership meeting. Officers shall serve terms of one year, beginning the date of their election. Officers shall be eligible for re-election. New offices may be created and filled at any meeting of the Board of Directors. Continuation of such office shall require approval for establishing such office at the annual membership meeting.
- Section 4.03 RESIGNATION. Resignations are effective upon receipt by the Secretary of the Board. Vacancies which may occur among officers may be filled by the Board of Directors, and the term of office of any person elected to fill such vacancy shall be the unexpired term of his/her predecessor.
- Section 4.04 DUTIES OF THE PRESIDENT. The president shall be the Chief Executive Officer of the Association and he/she shall serve as Chairperson of the Board of Directors. He/she shall preside

at meetings of the members and Board of Directors. He/she shall prepare agendas for regular meetings of the Board of Directors in consultation with the Administrative Office Manager. The President shall perform all duties attendant to that office as a non-profit corporation.

Section 4.05 DUTIES OF THE VICE- PRESIDENT. The Vice- President shall be a director of the Association and will preside at meetings of the members and Board of Directors in the absence of or at the request of the President. The Vice- President shall also such duties as may be assigned by the President or by the Board of Directors.

Section 4.06 DUTIES OF THE SECRETARY. The Secretary shall keep, or cause to be kept, the minutes of meetings of the members and the Board of Directors. He/she shall deliver copies of all minutes to each Director as soon as practicable after the date of the meeting covered by such minutes. The Secretary shall deliver a copy of minutes for each fiscal year to the Administrative Office Manager for disposition in the Association's archives. The Secretary shall have such other duties and powers as are usually incident to the office of Secretary of a non-profit corporation.

Section 4.07 DUTIES OF THE TREASURER. The Treasurer shall be the chief financial officer of the Association and report to the Board of Directors at each regular Board meeting and the annual membership meeting on the status of the Association's finances. The Treasurer shall work closely with any paid executive staff of the Association to ascertain that appropriate procedures are being followed in the financial affairs of the Association to include the receipt and deposit of all funds, and the preparation and distribution of all checks for bills deriving from Association activities. The Treasurer will ensure that the annual budget for the ensuing fiscal year is prepared for presentation to the members at the annual meeting. The Board of Directors shall approve the budget prior to its presentation to the membership. The Treasurer shall perform such other duties as occasionally may be assigned by the Board of Directors and are usually incident to the office of Treasurer of a non-profit corporation.

ARTICLE V

INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Association may be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Association, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the

performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VI

COMMITTEES

Section 6.01 EXECUTIVE COMMITTEE. There shall be an Executive Committee comprised of the President, Vice President, Secretary, Treasurer. Other members or individuals may be invited to participate (as non-voting members) of the executive committee. This committee may be convened at the call of the President or by the Vice President in the absence of the President.

Section 6.02 NOMINATING COMMITTEE.. The Nominating Committee shall be comprised of two members of the Board and one member of the general membership as recommended by the President and approved by the Board to submit names of potential new directors. The Nominating Committee shall submit a slate of Directors to the Board for approval at a regular meeting two months prior to the annual membership meeting each year. Those approved by the Board will be presented to the membership for a vote of approval or rejected at the annual membership meeting. Nominations from the floor shall be offered at the annual membership meeting.

Section 6.03 SPECIAL COMMITTEE. The President may appoint special or ad hoc committees to execute special, short term tasks not to exceed six (6) months in duration. Such committees may be extended with the concurrence of the Board of Directors.

ARTICLE VII

COMPENSATION

Section7.01 COMPENSATION OF MEMBERS. Officers and elected members of the Board of Directors shall receive no compensation for serving on the board . However, with board approval, members may receive compensation for additional duties considered vital to the success of the Symphony. As required, all such compensation shall be reported on the Symphony's annual Form 990, "Return of Organizations Exempt from income tax".

ARTICLE VIII
FINANCIAL ADMINISTRATION

Section 8.01 FISCAL YEAR. The fiscal year of the Association shall be July 1 - June 30 but may be changed by resolution of the Board of Directors.

Section 8.02 DEPOSITS AND ACCOUNTS. All funds of the Association, shall be deposited from time to time in general or special accounts in such bank(s) as the Board of Directors has delegated for the purpose of deposit and collection of dues for the Association. The Board of Directors or the President may select the officer or officers or agent(s) of the Association, to whom such power may from time to time be delegated.

Section 8.03 INVESTMENTS. The funds of the Association may be retained in whole or in part in cash or be invested on occasion in such property, real, personal, or otherwise as the Board of Directors may deem desirable and which are permitted as an Association, exempt from Federal Income Taxation under Section 501 (c) 3 of the Internal Revenue Code.

ARTICLE IX
BOOKS AND RECORDS

All official required books and records of the activities and transactions of the Association shall be kept at the office of the Association. These shall include a minute book, which shall contain a copy of the Incorporation of the Association, a copy of the By-laws, and all minutes of meetings of the Board of Directors.

ARTICLE X
APPOINTMENTS

Section 10.01 CREATING POSITIONS. The Board of Directors may create contracted positions and appoint qualified professionals to fill these positions in order to further the purpose of the Association.

Section 10.02 MUSIC DIRECTOR AND CONDUCTOR. The Board of Directors shall appoint a person or persons to serve as Music Director and Conductor. This person shall be responsible for conducting rehearsals and concerts presented by the Association, collaborating with the Board of Directors in choosing concert materials and soloists. . The Music Director shall be eligible for compensation for his/her services.

Section 10.03 ADMINISTRATIVE OFFICE MANAGER The Board of Directors shall appoint a person to serve as the Administrative Office Manager of the Association. This person shall be responsible for managing the Association's office, and conducting financial, operational, legal and public information activities as determined by the Board of Directors. He/she shall suggest policies and actions to the Board of Directors. The Administrative Office manager shall be a non-voting member of the Executive Board and assist the President in preparing agendas for regular and special meetings of the Board of Directors. The Administrative Office Manager shall be responsible, in collaboration with the Music Director and Personnel Manager for engaging performers for each concert. These three individuals will arrange for performance and rehearsal sites and managing the logistics of physical set-ups. The Administrative Office Manager shall be eligible for compensation for his/her services.

Section 10.04 PERSONNEL MANAGER. The Board of Directors shall appoint a person to serve as Personnel Manager who shall be responsible for acquiring personnel to perform with the orchestra at each concert. He/she shall be responsible for providing attendance data for pay purposes and assist in keeping orchestra personnel informed of schedules. He/she shall also be responsible to coordinate with the Orchestra Manager for physical set-ups for rehearsals and concerts. The Personnel Manager shall be eligible for compensation for his/her services.

Section 10.05 LIBRARIAN. The Board of Directors shall appoint a person to serve as Librarian. The Librarian shall be responsible, in collaboration with the Administrative Office manager and Music Director for acquiring, distributing and archiving music purchased by the Association. He/she shall suggest policies and actions to the Board of Directors for approval. The Librarian shall be eligible for compensation for his/her services.

ARTICLE XI

DISSOLUTION CLAUSE

The Sierra Vista Symphony Association may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by two-thirds (2/3) vote of Symphony members. Upon dissolution or other termination of the Sierra Vista Symphony Association, all remaining assets of the Association, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organization with purposes similar to those of the Sierra Vista Symphony Association as shall be chosen by the then existing Board of Directors of the Association.

ARTICLE XII

ADMENDMENT OF BYLAWS

These By-laws may be amended by a majority vote by the members of the Association at any annual membership meeting , provided prior notice is given of the proposed amendment in the notice of meeting at which such action is taken.

These By-laws were approved by the Board of Directors at the February 9, 2012 Board Meeting, and will be presented to the general members of the symphony ,for approval at the next General Membership meeting.