

santa barbara symphony

Nir Kabaretti, MUSIC AND ARTISTIC DIRECTOR
Gisèle Ben-Dor, CONDUCTOR LAUREATE

AMENDED AND RESTATED BYLAWS OF SANTA BARBARA SYMPHONY ORCHESTRA ASSOCIATION Of July 1, 2013

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AMENDED AND RESTATED

BYLAWS

of

SANTA BARBARA SYMPHONY ORCHESTRA ASSOCIATION

July 1, 2013

1. NAME

The name of this corporation is Santa Barbara Symphony Orchestra Association hereinafter called the "Association."

2. PRINCIPAL OFFICE

The principal office of the Association is located in the City and County of Santa Barbara, California. The Board of Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

3. PURPOSE

The mission of the Association is to create and support a highly respected symphony orchestra, performing great works with passion and excellence, and to be an indispensable partner to our community, providing enrichment through inspiring concerts, music education programs, and access for all.

4. NONPARTISAN ACTIVITIES

This Association has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers except in furtherance of the Association Purpose.

5. DEDICATION OF ASSETS

The properties and assets of the Association are irrevocably dedicated to charitable purposes. No part of the earnings properties, or assets of the Association, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director of the Association. On liquidation or dissolution, all properties and assets and obligations shall be distributed in accordance with law.

6. BOARD OF DIRECTORS

6.1 The Board of Directors, hereinafter called the "Board of Directors" or "Board," shall constitute the membership of the Association. Members of the Board are hereinafter called Directors.

- 6.2** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the business, assets and affairs of the Association shall be managed and all corporate powers shall be exercised by or under the Board.
- 6.3** The Music and Artistic Director and Executive Director shall be ex-officio non-voting Directors.
- 6.4** A maximum of forty-five voting Directors of the Association is authorized. A Director shall be elected for a term of three years and be eligible for re-election to additional three-year terms so long as the Director remains engaged and supportive of the Association. New Directors shall take office when elected to continue for the balance of the fiscal year. Thereafter, new Directors shall be eligible for re-election to a three-year term. The president of the Symphony League shall be a voting Director.
- 6.5** A regular meeting of the Board shall be held at least ten times each year and shall include meetings in February, May and July. A proposed meeting schedule for the next fiscal year shall be forwarded to all Directors fifteen days prior to the July meeting. Necessary changes may be made after this date, providing Directors are notified in writing (except in extreme emergency) not later than fifteen days prior to the new meeting date.
- 6.6** A majority of the number of Directors eligible to vote shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the quorum for that meeting.
- 6.7** Special meetings of the Board may be called by the President, Vice President, Counsel, Secretary, Secretary/Counsel, or by any three voting Directors.
- 6.7.1** Business transacted at a special meeting shall be limited to that described in the notice.
- 6.7.2** At least five days' notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the Association's records.
- 6.8** No paid employee of the Association shall be eligible for election to the Board.

- 6.9** No Director may receive compensation for services as a Director except for the performance of extraordinary or unique professional services. Before there is any agreement to pay any compensation, the Board shall make findings that (a) the Board entered into the transaction in the Association's interest and for its own benefit rather than for the benefit of the interested Director, (b) the transaction was fair and reasonable to the Association at the time it entered into the transaction, and (c) the transaction is approved by one of the methods described by subsection (D) of section 5233 of the Corporations Code.
- 6.10** The Board, by vote of two-thirds of Directors present at a Board meeting, may terminate any Board membership, provided the entire Board has been notified of a proposed termination fifteen days prior to the meeting.
- 6.11** A Director may inspect corporate records upon a specific written request to the president. Prior to such an inspection, appropriate steps shall be taken to protect Association employees' and members' privacy and personnel rights.
- 6.12** The Board shall specifically approve the compensation paid to the Music and Artistic Director, the Executive Director, and the Comptroller, which compensation shall be reasonable, based upon competent survey information, and the result of arm's length negotiations.
- 6.13** All Directors are obligated to comply with their duties to the Association under California Non-Profit Public Benefit laws. The Association shall maintain sufficient insurance to defend and indemnify actions and omissions of all Directors, including officers, as permitted by state law, including sections 5047.5(b), 5231 and 5329 of the Corporations Code.

7. ELECTED OFFICERS

- 7.1** The elected officers shall be the President, the Vice President, the Secretary/Counsel (or a Secretary and a Counsel) and Treasurer. These officers shall be nominated by the Governance Committee. The President shall be nominated by the Governance Committee no later than its February meeting, and elected by the Board no later than its March meeting for a term of one year. The other officers shall be elected at the May meeting of the Board. The Governance Committee shall make nominations for these offices no later than its March meeting so that they are included in the Board packet for the April Board meeting. Any Director may submit additional potential nominations for consideration by the Governance Committee at its March Committee meeting. Officers so elected shall take office at the beginning of the Association's next fiscal year. Any vacancy in an office during a term shall be filled by the Board, upon nomination by the President, at the next meeting of the Board. Any officer may be re-elected for an additional term or terms.
- 7.2** The President shall preside at all Board and Executive Committee meetings and shall have such other powers and duties as the Board or the Bylaws may prescribe. The President shall appoint the chair or co-chairs of Board committees,

except Governance, who shall be appointed by the Executive Committee, and Finance who is the Treasurer, and will collaborate with each chair in the appointment of members to the respective Committees. The President will seek interested Directors to serve on Board Committees during the annual President-Director meetings. Directors may attend the meetings of any of the Board Committees. Unless otherwise provided in these Bylaws, the President shall be an ex-officio non-voting member of each Board Committee, including the board of directors of the Symphony League.

- 7.3** The Vice-President shall assist the President in carrying out the duties and responsibilities of the office of the president. In the absence or temporary disability of the President, the Vice-President shall perform the duties of the President. If the office of president falls vacant, the Vice-President shall assume that office for the balance of the unexpired term.
- 7.4** The Counsel or Secretary/Counsel shall be general counsel and parliamentarian. The Secretary or Secretary/Counsel shall keep (or cause to be kept) a book of minutes at the principal office of the Association or at such other place as the Board may order and shall give (or cause to be given) notice of all meetings of the Board. The minutes shall contain a statement of proceedings of the meetings of the Board.
- 7.5** The Treasurer shall be responsible for ensuring the proper oversight by the Board of the financial management of the Association's assets. The Treasurer shall serve as chair of the Finance Committee of the Board and shall have such other powers and perform such other duties as may be prescribed by the Board or the By-Laws. The Treasurer shall have charge of the funds of the Association and shall give security as the Board may require. The Treasurer shall cause all funds to be deposited in a general account in such bank or banks as the Board may designate. Funds may be withdrawn by checks bearing the signatures of any two officers designated by the Board from time to time or the Executive Director.
- 7.6** Any officer or employee authorized by the Board may sign, as a sole signatory, checks on the payroll account.

8. EXECUTIVE COMMITTEE

- 8.1** The Executive Committee shall consist of:
 - 8.1.1** All officers elected under Article 7;
 - 8.1.2** The immediate past-President;
 - 8.1.3** The Chair of the Development Committee;
 - 8.1.4** Two Directors at large, elected by the Board; and
 - 8.1.5** The Executive Director, and the Music and Artistic Director, who shall be ex officio non-voting members.
- 8.2** The Executive Committee shall meet monthly or at such times as it shall fix, and shall also meet at the call of the President. At meetings of the Executive

Committee, a quorum for transaction of business shall be at least one-half of the voting members of the Executive Committee. The President shall only vote on Executive Committee issues in case of a tie. The Secretary/Counsel or Secretary shall keep (or cause to be kept) a record of its proceedings and minutes thereof shall be distributed to all Directors.

- 8.3** Within limits, if any, as may be set by resolution of the Board from time to time, the Executive Committee is delegated the authority of the Board to act on behalf of the Board on matters requiring Board action between regularly scheduled meetings and when it is impractical to convene the Board. The Executive Committee shall exercise this authority judiciously and with restraint. The Board shall be informed of such action and shall ratify such action by Board motion when ratification is necessary or advised.
- 8.4** The Executive Committee shall review the work of the Board Committees, approve the agenda for Board meetings, monitor the Association's long-range and strategic plans, and make recommendations to the Board as it deems appropriate. The Executive Committee shall also have the responsibility to serve as adviser to the Executive Director as requested.

9. OTHER COMMITTEES

- 9.1** The following committees comprise the Association's standing committees: the Executive, Finance, Audit, Development, Governance, Artistic Advisory, Education and Outreach, and Hospitality/Special Events Committees.
- 9.2** All committee chairs shall be appointed by the President, with the exception of the Chair of the Governance Committee who shall be elected by the Executive Committee, and the Chair of the Finance Committee, who is the Treasurer. All Committees, with the exception of the Executive Committee, may include members who are not Directors, but each Chair shall be a Director.
- 9.3** The Governance Committee shall oversee Governance, Human Resources and Administrative processes, and nominations of Board officers, at large Executive Committee members, Audit Committee members, Directors nominated for additional terms, and new Directors. In addition to other duties as directed by the President or the Board, it shall submit at the regular May meeting of the Board, final nominations for Directors nominated for additional terms, any incoming directors, officers other than the President, Audit committee members, Endowment Trust members and the at large Executive Committee members for the next fiscal year. At any time, it may submit nominations for Directors and any current or anticipated Board or officer vacancies.
- 9.4** Additional committees as may be deemed useful to assist and advise the Board may be created by the Board and their Chairs appointed by the President with the approval of the Board. These committees may be created for any duration and dissolved when and if a majority of the Board may deem appropriate.
- 9.5** The Audit Committee shall consist of three members, at least one of whom shall be a Director. The members shall be elected by the Board upon nomination by

the Governance Committee. The members of the committee shall not include any officer, Finance Committee member, Endowment Trustee, or Association staff. No person with a material interest in any entity doing business with the Association may serve on the committee.

- 9.6** All Committee chairs shall submit minutes of each meeting to the Executive Committee in a timely manner. The minutes shall also be distributed to the Directors before each Board meeting.

10. PERSONNEL AND CONTRACTS

- 10.1** The Board shall engage a Music and Artistic Director, who shall formulate and implement music policies which have been reviewed by the Artistic Advisory Committee and Executive Director and presented to the Board.
- 10.2** The Board shall engage an Executive Director, who shall formulate and carry out business policies approved by the Board and, subject to the Board's approval, enter into all contracts within the allocations authorized by the Board for the conduct of the business of the Association.
- 10.3** Unless specifically authorized by the Board, no officer, Director, Committee, Committee Chair, agent, affiliate, support group, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or render it liable for any purpose or for any amount.

11. REPORTS

- 11.1** The fiscal year of the Association shall begin on the first day of July and end on the thirtieth day of June.
- 11.2** The accounts of the Association shall be audited annually by an independent public accountant appointed by the Board; a new accountant shall be appointed at least every five years.
- 11.3** Such monthly and annual financial reports will be prepared by the Treasurer, Executive Director, and President and presented to the Board as are deemed necessary or appropriate by the Board.

12. PERIODIC REVIEWS

- 12.1** To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax- exempt status, periodic reviews shall be conducted. The reviews shall include:
- 12.1.1** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length negotiations.

12.1.2 Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, and do not result in an impermissible private benefit, or in an excess of benefit transaction.

12.1.3 Whether sufficient general liability and directors and officers insurance policies are maintained annually by the Association and whether Directors are receiving appropriate training and information to exercise their duties to the Association.

13. AMENDMENTS TO BYLAWS

13.1 Any Director may propose new or amended bylaws. After review by the Governance and Executive Committees, proposed changes to the bylaws will be presented to the Board for review and comment.

13.2 The proposed new or amended Bylaws will be presented for Board action at the following month's Board meeting.

14. ANNUAL REPORT TO BOARD OF DIRECTORS

14.1 Within one hundred twenty days of the close of the fiscal year, the Executive Director shall provide the Board a report containing the following information in reasonable detail:

14.1.1 The assets and liabilities, including trust funds, of the Association as of the end of the fiscal year.

14.1.2 The principal changes in assets and liabilities, including trust funds, during the fiscal year.

14.1.3 The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year.

14.1.4 The expenses and disbursements of the Association, both unrestricted and restricted to particular purposes, for the fiscal year.

14.1.5 Any information required by section 6322 of the California Corporations Code (dealing with certain transactions of "interested persons" and indemnification.)

15. EFFECTIVE DATE

The effective date of these AMENDED AND RESTATED BYLAWS OF SANTA BARBARA SYMPHONY ORCHESTRA ASSOCIATION shall be July 1, 2013.