

BYLAWS OF YAVAPAI SYMPHONY ASSOCIATION, INC.
(As amended by Board action, February 20, 2014)

ARTICLE I

GENERAL

Section 1. Name. The name of the corporation is Yavapai Symphony Association, Inc. (the "Association").

Section 2. Location. The principal office of the Association shall be located in Prescott, Yavapai County, Arizona, at such place as shall be designated, from time to time, by its Board of Directors (the "Board").

ARTICLE II

MEMBERS

Section 1. Members. The members of the Association (the "Members") shall be those individuals or entities purchasing one or more season tickets for the Association's current fiscal year. Memberships shall expire at the end of each fiscal year but shall be subject to renewal from year to year.

Section 2. Voting Rights. For the purpose of determining a quorum at any meeting of Members or the right to vote, each individual or entity purchasing a season ticket for the Association's current concert year shall be a qualified voter and shall be entitled to one vote. Tickets purchased by a couple shall be entitled to two votes. Individuals or entities purchasing more than one season ticket where the intended user is not named shall be entitled to only one vote.

Section 3. Annual Meetings of Members. Annual meetings of the Members shall be conducted, commencing in 2007, prior to the end of each fiscal year on such date and at such time and place as shall be designated by the Board of Directors. At each annual meeting the President shall report on the activities of the Association since the last annual meeting and the Treasurer shall report on the financial status of the Association. In addition, the Members shall elect, from among persons nominated by the Board of Directors, persons to serve as directors and officers of the Association during the following fiscal year.

Section 4. Special Meetings of Members. Special meetings of the members may be called by the President or by the Board of Directors and shall be called upon the receipt of a request, directed to the Secretary, signed by not less than ten percent of the Members. Special meetings of members shall be held on such date and at such time and place as determined by the President or Board of Directors or as may be designated in a request of Members for a meeting. If necessary, in order to comply with notice and record date provisions of these Bylaws, the Secretary may delay calling a meeting requested by members to the earliest practical date which will comply with the notice and record date requirements of the Bylaws.

Section 5. List of Members: Record Date. The Secretary shall prepare, at least three days prior to the date of the Notice of an annual meeting and as soon as possible prior to the date of any special meeting, a list of Members entitled to notice of and to vote at the meeting. The list may be examined at the principal office of the Association at reasonable business hours by any Member. The list shall be produced and kept at the time and place of each annual or special meeting of Members and may be inspected by any Member present at the meeting. The record date to be used in determining the members entitled to vote at any annual or special meeting of Members shall be fixed by the Board of Directors. In the absence of the Board's determination of the record date for any annual or special meeting, the record date shall be the third business day prior to the date of such meeting.

Section 6. Notice. Notice of each annual or special meeting of the Members shall be given in writing addressed to the last known postal or email address of each Member at least ten days prior to the date

set for the meeting. Notice of each special meeting shall state succinctly the purpose or purposes of such special meeting and the agenda shall be limited to the items set forth in the notice of the special meeting.

Section 7. Quorum. The presence in person, or by proxy, of at least ten percent of the Members entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Members. If a sufficient number of Members to constitute a quorum shall fail to attend at the time and place fixed for any annual or special meeting, a majority of the Members present may adjourn the meeting to a stated time, date and place without notice other than announcement at the meeting of the time, date and place of the adjourned meeting until a sufficient number of Members to constitute a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 8. Voting. At all meetings of the Members, a Member shall be counted as present and may vote in person or by a written proxy filed with the Secretary at least 24 hours prior to the date and time set for the Meeting. Upon the demand of any Member present at a meeting of the Members, voting on any question (including the election of directors and officers) shall be by secret ballot; otherwise, voting results shall be as announced by the chair. Except as otherwise provided by law, a majority vote of the Members present at any meeting at which a quorum is present shall decide all issues voted upon.

Section 9. Contributors' Categories. For the purpose of program listing, individuals or entities contributing funds to the Association shall be recognized, based on the amount of their gift, under one of the following categories:

- (a) "Underwriter" shall be a person or entity who has made an annual contribution of \$5,000 or more.
- (b) "Guarantor" shall be a person or entity who has made an annual contribution of \$1000 or more, but less than \$5000.
- (c) "Benefactor" shall be a person or entity who has made an annual contribution of \$400 or more, but less than \$1000.
- (d) "Sponsor" shall be a person or an entity who has made an annual contribution of \$200 or more, but less than \$400. At this level and above a person or entity is eligible for the Donor's Dinner and the annual rehearsal bus trip.
- (e) "Patron" shall be a person or entity who has made an annual contribution of \$100 or more, but less than \$200.
- (f) "Associate" shall be a person or entity who has made an annual contribution of \$50 or more, but less than \$100.
- (g) "Friend" shall be a person or entity who has made an annual contribution of less than \$50.
- (h) "Scholarship Fund Contributor" shall be a person or entity who has made an annual contribution in any amount earmarked for the sole purpose of scholarship awards.
- (i) "Endowment Fund Contributor" shall be a person or entity who has made a gift, bequest or donation to the Endowment fund of \$1000.00 or more.
- (j) "Memorial Gifts" shall be a contribution made in memory of an individual(s) by a person or entity in any amount.
- (k) "In Honor" shall be a contribution made in honor of an individual(s) by a person or entity in any amount.
- (l) "Matching gifts" shall be a company adding to the contribution of individuals contributing funds to the Association.

Section 10. Honorary Members. Each year, the Board may, at its discretion, elect not to exceed three Honorary Members, who shall continue to be Honorary Members only for the fiscal year, but who may be re-elected from year to year.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall manage, control and direct the business and affairs of the Association and shall have the power to act on all matters which have not been reserved to the members. The Board of Directors may establish one or more committees. Each committee shall have the powers granted to it by the Bylaws or by the Board.

Section 2. Eligibility. To be considered as a member of the board of the YSA, an individual shall:

- (a) Be willing to commit approximately 4-5 hours per month actively involved in planning and implementing YSA's activities;
- (b) Agree to support YSA at the Sponsor level;
- (c) Agree to become a YSA season ticket holder

Section 3. Quorum. Except as may otherwise be provided by statute or by the Articles of Incorporation, a majority of the voting members of the Board, serving from time to time, shall constitute a quorum. A concurrence of a majority of voting members present shall be sufficient to conduct the business of the Board. If a quorum shall not be present, the directors present at the meeting may adjourn the meeting without notice other than the announcement at the meeting of the date, time and place of the adjourned meeting. Any meeting adjourned for lack of a quorum may be adjourned from time to time until a quorum shall be present.

Section 4. Number, Election and Term of Office. The Board of Directors shall consist of not less than 15 but not more than 17 members elected as provided herein. Directors elected by the Members shall be elected at the Annual Meeting of the Members for terms of three years. Except as otherwise provided herein, no director shall serve more than two consecutive three-year terms. Directors elected by the Members shall be so arranged that the terms of office of approximately one-third of the directors shall expire each year.

Section 5. Additional Service as a Director/Officer. A director or Officer may serve for an additional period under the following circumstances:

- (a) A person appointed by the Board to fill the remainder of an unexpired term as a Director shall be entitled to serve, if nominated and elected, two, full three-year terms in addition to completing the unexpired term of his or her predecessor.
- (b) In order to assure continuity, notwithstanding the provisions of Article III, Section 3 of these Bylaws, in any year during which a majority of the officers are ineligible to be nominated or reelected as Directors and Officers by reason of their having served two, full, three-year terms as Directors, the term of one or two of such ineligible directors may be extended for a single period of not to exceed one year. Any such extension of a Director's term shall require the affirmative recommendation of the Nominating Committee and the Executive Committee and the vote, at a regular or special meeting of the Board of Directors, in favor of such action by a majority of the persons then serving as voting Directors. Following such action, such persons shall then be eligible to be recommended by the Nominating Committee to the Board as candidates for reelection and thereafter may be nominated by the Board to serve, if elected by the Members, an additional year as a voting Director and as one of the Officers of the Association.

Section 6. Vacancies. Whenever any vacancy shall occur on the Board by reason of death, resignation, increase in the number of directors or otherwise, it may be filled by the vote of the remaining directors for the balance of the unexpired term or until a successor has been elected and qualified. A

person elected by the Board to fill a vacancy shall be first recommended to the Board by the Nominating Committee.

Section 7. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board.

Section 8. Removal and Termination. A Director elected by the Members or by the board may be removed as a Director by the Board, with or without cause, by a vote of two-thirds of the voting Directors then serving in office provided, however, that the notice of the meeting of the Board at which the removal of a director will be voted upon shall state that the purpose of the meeting or one of the purposes of the meeting is to consider the removal of a Director. In addition, a majority of voting Directors then serving in office may declare vacant the office of a Director with 2 or more consecutive unexcused absences.

Section 9. Regular Meetings. Regular meetings of the Board shall be held on such dates and at such times and places as shall be designated by the Board. No prior notice of regular meetings of the Board shall be required other than the Board resolution setting regular meeting unless the time, place or date of a scheduled regular meeting is changed in which event notice of the date, place and time of any meeting shall be given at least seven days before the date of the rescheduled meeting.

Section 10. Special Meetings. Special meetings of the Board may be called by the President or the First Vice President. Special meetings shall be called by the president upon the written request of any three members of the Board of Directors. At least three days notice of a special meeting shall be given by the Secretary to each Member of the Board by telephone or email.

Section 11. Voting by Proxy. Voting by proxy at a Board Meeting shall be limited to occasions when a proposal has been discussed at one Board Meeting but the vote will not take place until the next Board Meeting. Directors unable to attend the meeting when the vote will occur, may give their vote in writing to the Board Secretary.

Section 12. Eligibility: Compensation. Any individual, age eighteen years or older, who is a Member shall be eligible for election to the Board, except that no paid employee of the Association shall be so eligible. No person shall be eligible for election to the Board unless such person has first been recommended as a candidate for election to the Board by the Nominating Committee and thereafter nominated by the Board of Directors. Directors shall serve without compensation.

Section 13. Action Without A Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board or committee.

ARTICLE IV OFFICERS

Section 1. Number. The officers of the Association shall consist of a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. No two offices may be held concurrently by the same person, except the office of Secretary which may be held by any other officer, other than the president.

Section 2. Election of Officers. The officers shall be elected by the Members at the Annual Meeting of Members for terms of one year. A person elected to any office shall be presently serving a term as a director. No person shall hold any office for more than two consecutive one-year terms.

Section 3. Vacancies. Whenever any vacancy shall occur in any office by reason of death, resignation or otherwise, it may be filled by the vote of the Board for the balance of the term of such office.

Section 4. President. The President shall preside at all meetings of the Members and at all meetings of the Board. The President shall have and exercise general charge and supervision of the affairs of the Association and shall do and perform such other duties as may be assigned to him or her by the Board. The President, in collaboration with the Membership Committee, shall publish a newsletter, semi-annually or quarterly, at the discretion of the President. The President shall communicate with Members in response to questions/concerns as appropriate. The President, along with the Secretary and Office Manager, will be charged with updating YSA Bylaws whenever action is taken at a Board meeting that sets policy for YSA. Additionally, the President will ensure that the appropriate committee chairperson updates committee descriptions. Each June, the President will prepare and perform the annual performance review of the Office Manager with any pay increase to be effective the first of July.



Section 5. First Vice President. At the request of the President, or in the event of his or her absence or disability, the First Vice President shall perform the duties and possess and exercise the powers of the President. The First Vice President shall have such other powers and shall perform such other duties as may be assigned to him or her from time to time by the Board. Once each year (July-August), the First Vice President shall visit the “Americans with Disabilities Act of 1990, as Amended” website of the US Department of Justice (<http://www.ADA.gov/pubs/ada.htm>). A review should be made for changes and updates related to non-profit organizations that affect both facilities and the conduct of the Board of Directors.

Section 6. Second Vice President. In the event of the absence or disability of the President and the First Vice President, the Second Vice president shall perform the duties and possess and exercise the powers of the President. The Second Vice president shall have such other powers and shall perform such other duties as may be assigned to him or her from time to time by the Board.

Section 7. Secretary. The Secretary shall have charge of all the books and records of the Association except the books of account. The Secretary shall keep or cause to be kept the minutes of all the meetings of the Board of Directors and shall maintain copies of all minutes of the Board of Directors and committees established by the Board. He or she shall serve all notices required either by law or these Bylaws and in the case of his or her absence or refusal or neglect to do so, then such notices may be served by any person as directed by the President, First Vice President or Second Vice President. The Secretary shall, in general, perform all duties incident to the office of Secretary, subject to the control of the Board, and shall do and perform such other duties as may be assigned to him or her by the Board. The Secretary may delegate certain administrative duties to a paid employee of the Association. In concert with the President, the Secretary will ensure that Bylaws are immediately updated to reflect action taken by the Board of Directors that set policy for YSA.

Section 8. Treasurer. The Treasurer’s term of office shall be at the discretion of the majority of the Board of Directors and the term of office shall not be limited to two consecutive three-year terms. The Treasurer shall have general custody of all funds and securities of the Association except those as may be required by law to be deposited with any state official; shall see to the deposit of the funds of the Association in the bank or banks as the Board of Directors may designate; shall direct and supervise the keeping of regular books of account; shall render financial statements to the President and the Board of Directors at proper times; and shall have charge of the preparation and filing of all reports, financial statement and returns required by law. The Treasurer shall give to the Association any fidelity bond that may be required, the premium for which shall be paid by the Association as an operating expense.

Effective June 30, 2012, the job description of the Treasurer is amended to add a back up to the current Treasurer and to assure the continuity of accounting standards and practices are met for future YSA Boards. The backup would be appointed by the Executive Committee. The backup would be appointed by the Executive Committee. The back up would be a current board member that demonstrates an interest and willingness to learn the existing in-house accounting software as well as the documentation

and procedures outlined in the Treasurer's Handbook. The candidate will assist the current Treasurer as required and requested.

ARTICLE V COMMITTEES

Section 1. Standing Committees: Special Committees. The standing committees of the Association shall be those established by this Article V. The Board shall have the power to establish special committees to carry out specific functions and tasks. With the exception of the membership of the Nominating Committee, all committee members shall be appointed by the Executive Committee, subject to the approval of the Board, from among members of the Association who shall also be directors of the Association. The membership of the Nominating committee shall be as set forth in Section 8 of this Article.

Section 2. Executive Committee. The Executive Committee shall consist of the officers of the Association. The President shall serve as the Committee's chair. The Executive Committee shall appoint the chair and the members or the standing or special committees and shall be responsible for planning, scheduling and contracting for all concerts and performances. The Executive Committee shall have and may exercise all of the powers of the Board of Directors between meetings of the Board, provided however, that the Executive Committee shall not have the power or authority to (a) fill any vacancy on the Board of Directors, (b) adopt amendments to the Articles of Incorporation or the Bylaws, (c) encumber or authorize the sale of all or substantially all of the assets of the Association, (d) authorize the dissolution or merger of the Association or (e) make or amend any grant on behalf of the Association.

Section 3. Finance Committee. The Finance Committee shall consist of the Treasurer, who shall serve as its chair and such number of additional members as the Executive Committee, subject to the approval of the Board, shall appoint. The Finance Committee shall assist the Treasurer and shall oversee the finances of the Association including monitoring of investments, establishing and maintaining records, accounting procedures and shall also be responsible for fundraising oversight and grants.

Section 4. Marketing Committee. The Marketing Committee shall consist of a chair and such number of additional members the Executive Committee, subject to the approval of the Board, shall appoint. Responsibilities of this committee shall include, but not be limited to, publicizing concerts and other activities of the Association through appropriate mass media and other information dissemination processes; maintaining and enhancing the Association's website; and the supervision of the comprehensive concert program publication process, including selection of a printing firm, supervision of concert program content including program notes, biographical information about the musicians, and verification of the printed contributor list. The Marketing Committee shall cooperate with other Association committees to generate public awareness of Association activities.

Section 5. Events Planning Committee. The Events Planning Committee shall consist of a chair and such number of additional members as the Executive Committee, subject to the approval of the board, may appoint. The Events Planning Committee shall be responsible for special events held during the year including the planning of the annual meeting of the Association's Members and all social events, dinners and receptions as may be requested by the Board.

Section 6. Membership Committee. The Membership Committee shall consist of a chair and such number of additional members as the Executive Committee, subject to the approval of the Board, shall appoint. The Membership Committee shall organize and supervise the sale of season tickets and supervise and organize membership renewals and mailings to prospective Members. The Membership Committee shall supervise the printing of season tickets and other tickets as shall be necessary. The Membership Committee shall have ongoing duties to promote ticket sales as required. This includes, but is not limited to email blasts, bulk mail postcards, posters, etc. The Membership Committee, in collaboration with the President and/or the Executive Committee, shall publish a newsletter semi-annually or quarterly, at the discretion of the President.

Section 7. Youth Activities Committee. The Youth Activities Committee shall consist of a chair and such number of additional members as the Executive Committee, subject to Board approval, may appoint. The Youth Activities Committee shall develop and implement plans and activities intended for the purpose of introducing young people to the enjoyment of classical music.

Section 8. Nominating Committee. The Nominating Committee shall consist of no more than five members selected from the Association's Board of Directors. The committee members shall be appointed by the President. The chair shall be one of the five directors. If a member of the Board of Directors resigns before completing his or her three-year term of office, the Nominating Committee chair will solicit candidates to fill the vacant position. Following review of resumes and interviews by the Nominating Committee and approval by the Board of Directors, the selected candidate will complete the term of office of the vacated board seat. Any board member selected to complete an unexpired term of office may have their name submitted for re-election for an additional two consecutive two-year terms. Following the nomination of candidates by the Board, the Nominating Committee shall notify each candidate, by letter or email, of his or her nomination, and shall request that the candidate confirm, by letter or email, his or her willingness to serve, if elected. The persons nominated by the Board to serve as officers and directors shall, following their acceptance, be published as part of the notice of the annual meeting of the Members. Nominations shall not be accepted from the floor at any annual meeting.

Section 9. Concert Day Committee. The Concert Day Committee shall consist of a chair and such number of additional members as the Executive Committee, subject to the approval of the Board, shall appoint. On each concert day, the Concert Day Committee shall supervise and coordinate the box office ticket sales, supervise ushers, staff the Association's information table, and provide appropriate hospitality for the orchestra or artists.

Section 10. Non-Board Member Committee Member. Upon approval by a majority of the Board of Directors, an individual who is not a member of the Board of Directors may serve on any committee, and where appropriate, may serve as co-chair of a committee.

ARTICLE VI MISCELLANEOUS

Section 1. Amendment. These Bylaws may be repealed, altered, amended or substitute or restated Bylaws adopted by a majority of the Board of Directors at any regular or special meeting of the Board.

Section 2. Internal Control Review. The Board may provide for internal control by ordering, from time to time, a thorough review of its financial affairs in such manner as it may determine to safeguard the integrity of the financial affairs of the Association.

Section 3. Membership List. The list of Members of the Association shall be used only by the Association for the purpose of carrying out its functions. The list of Members shall not be made available to any person or organization or for any purpose outside the Association without the prior approval of the Board.

Section 4. Non-Discrimination Policy. The Yavapai Symphony Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors and clients.

The Yavapai Symphony Association is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment, against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status or sexual orientation.

Arlon Inman, President

Sharon Neece, Secretary