

BYLAWS OF PROMUSICA ARIZONA

AN ARIZONA NONPROFIT CORPORATION

Amended by PMAZ Members on December 12, 2017

ARTICLE I

NAME, PURPOSE, and BUSINESS OFFICE

Section 1 – Name

The name of this Corporation is “ProMusica Arizona Chorale & Orchestra” (ProMusica Arizona), an Arizona nonprofit corporation, which may be referred to throughout these Bylaws as “the Corporation,” or “PMAZ”.

Section 2 – Purpose

a - Nonprofit status

The Corporation shall operate under Arizona nonprofit corporation law. PMAZ is organized for purposes that are exclusively charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue laws. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of material with the purpose of attempting to influence legislation, and the Corporation shall not participate nor intervene in any political campaign on behalf of a candidate for public office, nor for or against any cause or measure being submitted to the electorate for a vote. The properties and assets of this nonprofit corporation shall be irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual member, or any Director of this Corporation. On liquidation or dissolution of the Corporation, all properties, assets and obligations shall be distributed and paid to an organization dedicated to charitable purposes, as specified in IRS code, section 501(c)(3).

b-Missions and Purposes

PMAZ enriches lives in the Greater Phoenix area, with focus on the North Valley, through innovative, joint performances of its multigenerational chorale and orchestra.

Section 3 – Business Office(s)

The registered office of this Corporation shall be that as set forward in the Articles of Incorporation, or in the most recent amendment to the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Arizona changing the registered office. This Corporation may have such other offices as the Board of Directors may from time to time determine.

ARTICLE II MEMBERSHIP

Section 1 – Members

PMAZ membership shall be open to all citizens of the greater Phoenix area who subscribe to the purposes, principles, and requirements of the organization and pay dues according to Board policies. PMAZ is an inclusive organization and welcomes all people, no matter their age, class, disability, ethnic or national heritage, gender, marital status, race, religious affiliation, sexual orientation, or status as a veteran.

Section 2 - Member Responsibilities

Members of PMAZ's ensembles shall be responsible for attending all rehearsals and performances. If a member must miss a rehearsal, s/he shall notify the appropriate section leader or the Artistic Director in advance of the rehearsal. If the member is unable to perform for a concert or any other performance, the Artistic Director should be notified as soon as possible. Excessive absences, either excused or unexcused, may result in termination of membership.

Members of all PMAZ ensembles shall attend at least two of the last three rehearsals immediately preceding a dress rehearsal, attend the dress rehearsal for a specific performance, wear required concert attire, and behave in a manner that is not distracting or detrimental to other members at rehearsals and performances. Any member not fulfilling these requirements will be allowed to perform only at the discretion of the Artistic Director.

Section 3 - Membership Dues

Membership dues shall be established annually by the Board and announced before the first regular rehearsal of the fall session. Any person who is a member of more than one PMAZ ensemble shall pay only one membership.

ARTICLE III MEETINGS

Section 1 - General Membership Meetings

An annual meeting of the Corporation shall be held at a time and place set by the Board. Timely notice of at least two weeks shall be given all members orally at rehearsals and/or through other electronic or print means. Special meetings of the entire membership may be called from time to time during a performance season when matters of significance occur and action by the full membership is required.

Section 2 - Board of Directors' Meetings

The Board of Directors shall meet at least four times per fiscal year and be open to all members of the Corporation. Special meetings of the Board may be called by the Chair or two or more Board members at short notice without notice being extended to all members of PMAZ. Such special meetings may be executed either in person or through means of electronic or remote communication. The Executive Committee may act on behalf of the Board subject to Board policies stating the circumstances for such actions and the limitations on such actions. Any policy decisions by the Executive Committee shall be communicated to the full Board within one week.

Section 3 - Quorum

For all general membership meetings, 20% of the dues-paying membership of all PMAZ ensembles shall constitute a quorum for the transaction of business. For all Board meetings, one-half (50%) of the Board's members shall constitute a quorum. If a quorum is present when a meeting is convened, the members of the Corporation or the Board of Directors present may continue to transact business until adjournment, even though the withdrawal of those Corporation members or Board Directors originally present leaves less than the number otherwise required for a quorum.

Section 4 - Conduct of Business

Given the size of its membership, the Corporation shall use *Roberts' Rules of Order, Newly Revised, In Brief* at its annual meeting for determination of procedural issues. The Board, however, may elect to govern procedural decisions during Board meetings by consensus. At such times during Board meetings that a formal vote must be taken to meet legal requirements, and at those times when consensus cannot be attained, rules contained in *Roberts' Rules of Order* (cited above) shall govern Board meetings. A non-circulating copy of these rules of order shall be kept in the office of the Executive Director, and present at every meeting of the Board.

ARTICLE IV BOARD OF DIRECTORS

Section 1 - Responsibilities

The Board of Directors (hereafter known as the Board) shall be responsible for long- and short-term planning, development of Corporation policies, and oversight of the administration of PMAZ. It shall establish PMAZ's mission, vision and direction; ensure its financial sustainability; ensure the existence of sufficient and appropriate human resources; supervise organizational operations; ensure legal and ethical integrity; and foster effective community relations; while maintaining accountability to its members. Other Board responsibilities are delineated in the Board Policy Manual, Part 3, Section 3.1.

Section 2 – Powers

a - General Powers

The business affairs of the Corporation shall be managed by, and all corporate powers shall be exercised under the direction of the Board. Each Board member shall discharge his/her duties in good faith and in a manner each reasonably believes to be in the best interest of the Corporation.

b - Specific Powers

Without prejudice to the above general powers, the Board shall also have the power to: (1) select and remove any member, staff personnel, agents and employees of the Corporation with or without cause, proscribe their powers and duties within Arizona law, the Corporation's Articles of Incorporation and Bylaws, and to fix compensation, if any; (2) adopt, create, alter and/or use a corporate trademark or logo; (3) borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities; (4) fill vacancies on the Board caused by death, resignation, removal, or the need to increase the number of Board members; and (5) coordinate the solicitation of funds for the Corporation and take steps to ensure that no indebtedness or liability shall be incurred without appropriate authorization of the Board. Use of funds obtained as a result of fund-raising activities shall be determined by the Board.

Section 3 – Composition of the Board

The maximum number of Board members shall be twenty (20) and the minimum shall be five (5), the exact number to be fixed from time to time by a majority of the then authorized and voting members of the Board. The Board shall include the following officers as elected according to Article V, Section 1: Chair, Vice-Chair, Treasurer, Secretary, and other officers that the Board may determine. The Artistic Director and the Executive Director shall attend all Board meetings; however, they shall not have voting privileges.

Section 4 – Eligibility, Nomination, Election, Term of Service, and Removal from the Board

a - Eligibility

Each person nominated for any office or as a Board member shall have agreed to serve if elected. To be eligible to serve as Chair, a person must have one year of prior service on the Board.

b – Nomination

Any person may be nominated to be a Board member provided the nomination is submitted to the Governance Committee before the close of nominations on April 1. The Governance Committee shall present a slate of new Board members to the Board for approval before submitting it to the general membership for election. The slate of nominees shall be based upon the qualifications of the nominees, the needs of the Board for certain experience and skill sets, and other factors as may be identified in Board policy.

c – Election

All Board members shall be elected by the general membership. Regular elections will be held at a membership meeting to be held no later than May 31. A simple majority of those members present at the membership meeting shall be required to elect Board members.

d – Term of Service

The term of service for Board members is two years and shall begin on July 1 following the election. A Board member may not serve more than three consecutive terms. When vacancies occur, the Board may appoint new Board members. Appointed Board members shall serve only until the next spring election of Board members.

e – Removal from the Board

A Board member may be removed at any time, with cause, by a vote of two-thirds of the current Board, present at a special closed Board meeting called by the Chair.

Section 5 - Board Meetings

a - Sites for Board Meetings

All regularly scheduled meetings of the Board shall be held at the principal office of the Corporation and shall be open to all members of the Corporation. In the absence of a “principal office,” the location for each regular meeting of the Board shall be communicated to all Board members and the general membership. Special meetings of the Board may be held at any place within or without the State of Arizona, provided the site has been clearly and timely communicated to all Board members, and agreed upon by a simple majority of all Board members.

b - Meetings Conducted Through Means of Remote Communication Devices

Any action that could be taken at a meeting of the Board may be taken without a face-to-face meeting of the Board when authorized in a written action signed or consented to by means of an electronic or remote means of communication. Remote communication includes any communication that is accomplished by means of electronics such as by telephone, video, Internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting through a form of remote communication that is authorized by the Board shall serve as a member’s personal presence at the meeting, and Board decisions made in this context shall be considered viable actions of the Board.

This Corporation recognizes that authenticated electronic communication which meets the requirements of this section of the Bylaws may legally satisfy written record and signature requirements necessary for valid records, signatures and contracts. Authenticated communications are those communications that set forth information from which the Corporation can reasonably conclude that the remote or electronic communication was sent by the purported sender, and which is delivered to the principal place of business of the Corporation or to an officer of the Corporation who is authorized by the Corporation to receive the communication.

Section 6 - Privacy Policy:

Each member of the Board shall act in a manner consistent with the privacy policy of the Corporation as stated in Article XI of these Bylaws. At no time shall the privacy of the membership, Board members, Officers, or donors be compromised by any member of the Board.

Section 7 - Conflicts of Interest

Except as permitted by Arizona law, any contract or other financial transaction between this Corporation and any Board member (or an organization in which a Board member is a director, officer, member, legal representative, or has a material financial interest), must be fully disclosed or made known to the Board of Directors prior to approval of such contract or transaction. The conflicted Board member may not be counted in determining the presence of a quorum. It is further expected that when matters come before the Board which directly conflict with the interests of a Board member or any member of the Corporation, said member shall not participate in discussion nor have a vote on the matter, and shall be asked to absent him/herself from the Board room. A formal Conflict of Interest statement shall be adopted by the Board and signed annually by all Board members.

ARTICLE V RESPONSIBILITIES OF OFFICERS

Section 1 – Number and Designations

The Officers shall be the Chair, Vice-Chair, Secretary, Treasurer, and such other officers as may be elected by the Board. No officer may hold two offices simultaneously. When a vacancy occurs, the Board may elect a new Officer to fill out the remainder of the term. No Officer shall serve longer than two consecutive years in the same position, unless there are no other Board members willing to take that position.

Section 2 - Officers and duties

a - Chair

The Chair shall preside at all Board meetings and meetings of the general membership, serve as an ex-officio member of all committees, and report to the general membership on a regular basis. The Chair shall sign, execute, and deliver in the name, and on behalf of the Corporation, all conveyances, deeds, leases, notes, mortgages, and contracts of the Corporation.

b -Vice-Chair

The Vice-Chair shall preside over Board meetings and general membership meetings and perform such other duties of the Chair in the absence of the Chair, but only so long as the Chair's absence or inability continues.

c -Secretary

The Secretary shall maintain all Board records, certify and maintain the Bylaws and all amendments thereto, maintain the Board Policy Manual, and notify the Board members of scheduled or special meetings.

d -Treasurer

The Treasurer shall manage all financial activities of PMAZ, make deposits and write checks as appropriate; oversee compliance with the State of Arizona and Internal Revenue Service requirements concerning nonprofit corporation status, tax-exempt status, and solicitation of contributions; provide a written financial report to the Board on a monthly basis or as requested by the Chair, and maintain dues records on each member. The Treasurer shall ensure that all financial records are kept and that appropriate financial reports are presented at regularly scheduled Board meetings. S/he shall be a member of the Finance Committee, and shall assist in the preparation of the budget, help develop fundraising plans, provide timely financial information to grant writers, and make the financial information of the Corporation available as required by Arizona law.

Section 3 – Expenditures

The Board shall adopt and publish policies regulating financial transactions and contracts so as to balance its fiduciary responsibility with organizational efficiency. These policies shall govern (1) expenditures reimbursable to staff, Board members, committee members, and others as determined by the Board; (2) contracts entered into on behalf of the Corporation, and (3) the approval authority and signatures necessary for payment.

ARTICLE VI B OARD COMMITTEES

Section 1 - Committee Formation

The Board shall create, oversee, and approve all Board committees and committee chairs to ensure the effective management and operation of PMAZ.

Section 2 - Executive Committee

The officers of the Corporation serve as members of the Executive Committee. The Executive Committee is subject to the direction and control of the full Board and shall have all the powers and authority of the Board subject to the policies and limitations established by the Board. The Executive Committee shall not have the power to amend the Articles of Incorporation, the Bylaws, or the Board Policy Manual.

Section 3 – Standing Committees

The Board shall form such standing committees as it deems necessary to serve Board functions efficiently and effectively. The Board Chair shall nominate Chairs of the standing committees for Board approval within 30 days of taking office. The Board Chair, after consulting with the committee Chairs, shall then populate the committees.

Section 4 – Task Forces

The Chair may appoint task forces on a temporary basis to ensure the orderly operation of PMAZ.

ARTICLE VII ADDITIONAL OFFICES AND RESPONSIBILITIES

Section 1 - Executive Director

The Executive Director shall be hired by the Board. S/he shall have day-to-day management responsibility for the Corporation, including carrying out the Corporation's goals and Board policies. The Executive Director shall attend all Board meetings, report on the progress of the Corporation, and answer all questions of Board members. The Board may designate other duties as necessary. The Executive Director shall not participate in nor be present during discussions or decisions relative to the Executive Director's performance in his/her role.

Section 2 - Artistic Director

The Artistic Director shall have the following responsibilities, as further defined in written Board policies: selection, direct oversight and evaluation of paid or volunteer Artistic Staff members, including assistant music conductors/directors, section leaders, soloists, and accompanists. S/he shall hire additional paid vocal and orchestral musicians as needed with Board approval. S/he shall ensure that procedures are in place for the determination of each member's readiness to perform. S/he shall select the musical themes and repertoire for all performances, shall have exclusive rights of interpretation of music, and set rehearsal schedules and performance dates. S/he shall attend all meetings of the Board but shall not participate in nor be present during discussions or decisions relative to his/her performance as Artistic Director.

ARTICLE VIII INDEMNIFICATION

Section 1 – Indemnification of All Board Members, Officers, Employees, Agents, PMAZ Members and Volunteers

The Corporation shall indemnify its Board members, Officers, employees, agents, members and volunteers, including persons formerly occupying any such positions, in accordance with the most recent enactment of the Arizona Revised Statutes concerning indemnification for nonprofit organizations operating in Arizona. To the fullest extent permitted by law, the Corporation shall provide indemnification against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with their service to the Corporation.

Section 2 – Approval of Indemnity

Upon written request to the Board by any person seeking indemnification, the Board shall promptly determine whether the person being charged and/or sued has acted in good faith (in a manner the person reasonably believed to be in, or at least not opposed to, the best interests of PMAZ, and had no reason to believe the conduct was unlawful). If the Board determines the person acted in good faith, it shall authorize indemnification.

Section 3 – Insurance

The Corporation shall purchase and maintain insurance to the full extent permitted by law on behalf of those persons listed above in Section VIII, section 1 against any liability asserted against or incurred by such persons.

ARTICLE IX RECORDS AND REPORTS

Section 1 – Maintenance and Inspection of Articles of Incorporation and Bylaws

The Corporation shall keep at its principal executive office the original and at least one additional hard copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at reasonable times by Board members and any member of the Corporation.

Section 2 – Maintenance and Inspection of Other Corporate Records

The accounting books, records, and minutes of proceedings of the Board and any committee(s) of the Board shall be kept at such place(s) as designated by the Board or in the absence of such designation, at the principal executive office of the Corporation. While corporate records may be stored on computer discs and hard drives, all minutes, accounting documents and records shall be kept in written or typed form as well. Except for materials pertaining to private information of any member of the Corporation, all minutes, accounting books, and records shall be open to inspection at any reasonable time on the written request of any member of the Corporation. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

Section 3 – Annual Report

Within ninety (90) days of the close of the fiscal year of the Corporation, the Executive Director shall publish an annual report containing such information and prepared in such format as shall be specified by the Board.

ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall be July 1 through June 30.

ARTICLE XI PRIVACY POLICY

To operate efficiently and productively, PMAZ may from time to time obtain personal information about its members, employees, volunteers, and donors. However, this information is for internal Board use only. PMAZ shall treat such personal information with confidentiality and respect, and shall protect the privacy of all personal information provided it. Additionally, the Corporation shall maintain physical, electronic, and procedural safeguards to guard such nonpublic personal information.

ARTICLE XII AMENDMENTS

Section 1 -- Amendments

These Bylaws may be amended at any general membership meeting provided the proposed amendment(s) has/have been reviewed and approved by the Board by majority vote. Amendments approved by the Board must be also approved by a two-thirds vote of the membership present at the meeting. Before any amendment to the Bylaws is brought to the general membership for a vote, the proposed amendment(s) must be submitted in writing to the membership at least one week before the scheduled vote, unless such time restriction is waived by a majority vote of the membership.