Western Alliance of Arts Administrators Foundation

Bylaws
(Revised, September, 2010)

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ARTICLE 1 - NAME AND PURPOSES

Section 1.01 Articles.
The name of the corporation and the purposes for which the corporation is formed shall be as provided in its articles of incorporation. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in the articles of incorporation.

Section 1.02 Nonpartisan Activities.
This corporation has been formed under the California Nonprofit Public Benefit Corporation Law and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

ARTICLE 2 - OFFICES

Section 2.01 Principal Office.
The principal office for the transaction of the business of the Corporation ("principal executive office") shall be located within the region served by the Corporation at such location as the directors may designate from time to time. The region served by the Corporation shall include the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Texas, Utah, Washington and Wyoming, and the states and provinces of Mexico and Canada which are contiguous to this region. The directors may at any time change the location of the principal executive office to any location within such region.

Section 2.02 Other Offices.
The Corporation may also have offices at such other places, within or without the State of California where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE 3 - MEMBERS

3.01 Category of Membership.
The Corporation shall have seven (7) Categories of members as follows: 1. Presenter Members; 2. Artist/Management Members; 3. Associate Members; 4. Secondary Members; 5. Student Members; 6. Honorary Members; and 7. Individual Members.

3.02 Qualifications of Members.
The qualifications for each class of membership shall be as follows:

(a) Presenter Members. This category shall be open to entities which meet all the following criteria:
   (i) be an organization which sponsors activities in the performing arts or offers courses in the arts; and
   (ii) has fully paid its current annual dues.

(b) Artist/Management Members. This category shall be open to bona fide entities which meet all the following criteria:
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(i) Is an entity which:
   (a) is an artist or represents one or more performing artists, or companies or groups of performing artists, or;
   (b) similarly represents persons or programs in the exhibiting arts or;
   (c) represents an associated service or industry which sells items or services used in the performing arts; and

(ii) has fully paid its current annual dues.

(c) **Associate Members.** This category shall be open to an organization or individual who is:
   (i) facilitating, funding, guiding or otherwise aiding presentation of the performing arts; and

(ii) which has fully paid its current annual dues.

(d) **Secondary Members.** This category shall be open to individuals and organizations who:
   (i) already hold a membership in the Western Alliance;
   (ii) wish to receive an additional set of membership materials from the Western Alliance or wish to receive the benefits of an additional category of membership in the Western Alliance;
   (iii) have fully paid annual dues for their main membership category and this category.

(e) **Student Members.** This category shall be open to any individual who:
   (i) is studying performing arts performance or administration at an institution of higher education; and

(ii) has fully paid his/her annual dues.

(f) **Honorary Members.** Honorary Membership shall be accorded to those individuals/entities who, in the discretion of the Board of Directors, shall have given long and meritorious service to the Corporation, or to the arts in general.

(g) **Individual Members.** This category shall be open to an individual who;
   (i) is not employed or contracted to a presenting organization, artist, artist manager, consultant/vendor or any organization defined in section 3.02; and

(ii) has fully paid his/her current annual dues.

3.03 Rights of Members.

Each class of members shall have the following rights:

(a) **Presenter Members:**
   (i) To select one voting representative to vote on all matters relative to the Corporation presented for a vote, either at the annual meeting, or at any other time when such matters shall be presented for vote, either in person, by mail, or by electronic ballot. The voting representative is usually the person of the organization who shall be directly responsible for the organization’s performing arts program; and
   (ii) To have any of its representatives be eligible to be nominated and to hold any official position, be the position elective or appointive, in the Corporation; except that no Presenter Member may have more than one representative in office or on the Board of Directors concurrently; and
   (iii) To enjoy other membership benefits as may be established from time to time by the Board of Directors.
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(b) Artist/Management Members:
(i) To select one voting representative to vote on all matters relative to the Corporation presented for a vote, either at the annual meeting, or at any other time when such matters shall be presented for vote, either in person, by mail, or by electronic ballot; and
(ii) To have any of its representatives be eligible to be nominated and to hold any official position, be the position elective or appointive, in the Corporation; except that no Artist/Management Member may have more than one representative in office or on the Board of Directors concurrently; and
(iii) To enjoy other membership benefits as may be established from time to time by the Board of Directors.

c) Associate Members:
(i) To select one voting representative to vote on all matters relative to the Corporation presented for a vote, either at the annual meeting, or at any other time when such matters shall be presented for vote, either in person, by mail, or by electronic ballot; and
(ii) To have any of its representatives be eligible to be nominated and to hold any official position, be the position elective or appointive, in the Corporation; except that no Associate Member may have more than one representative in office or on the Board of Directors concurrently; and
(iii) To enjoy other membership benefits as may be established from time to time by the Board of Directors.

d) Secondary Members:
(i) To receive benefits, services, mailings and membership materials for the category of membership requested except that Secondary Members shall not vote and
(ii) To enjoy other membership benefits as may be established from time to time by the Board of Directors.

c) Student Members:
(i) To enjoy membership benefits as may be established from time to time by the Board of Directors.

(f) Honorary Members:
(i) To attend the annual meeting and conference with the registration fee waived; and
(ii) To enjoy other membership benefits as may be established from time to time by the Board of Directors.

(g) Individual Members.
(i) To receive benefits, services, mailings and membership materials except that an Individual Member shall not vote or be permitted to exhibit; and
(ii) To enjoy other membership benefits as may be established from time to time by the Board of Directors.

3.04 Admission to Membership.
Qualified applicants shall be admitted to membership upon the payment of any dues imposed by the Board of Directors or the membership. By joining, all members agree to subscribe to the Corporation Code of Ethics.
3.05 Retention of Membership.
To retain membership status, a member shall pay all dues imposed by the Board of Directors or the membership within the time for payment as specified by the Board of Directors.

3.06 Dues.
Dues set for the categories of Voting Members must be approved by the Voting Members at a general meeting. Dues for all categories of Voting Members shall be considered together when voted upon. Dues for other categories are payable to the Corporation by members in such amounts as may be determined by the Board of Directors.

3.07 Assessments.
Memberships shall be nonassessable.

3.08 Certificates of Membership.
The Corporation shall not issue membership certificates.

3.09 Membership Records.
The Corporation shall keep membership records containing the name and address of each member. Such records shall be kept at the Corporation’s principal office and shall be available for inspection by any member of the Corporation during regular business hours.

3.10 Nonliability of Members.
No member of this Corporation shall be liable for the debts, liabilities or obligations of the Corporation.

3.11 Transferability of Membership.
Membership in the Corporation is nontransferable and nonassignable.

3.12 Meetings.
The annual meeting of the members shall be set by the Board of Directors. Special meetings of the members may be called by the President, the Board of Directors, or by members having twenty percent (20%) of the votes entitled to be cast at the time when such meetings shall be called; provided, however, that notice of such meetings shall be routed through the Board of Directors. Members calling a special meeting shall demonstrate they represent 20% of the votes entitled to be cast via collected signatures or via a recorded vote at a regular or special meeting.

3.13 Place of Meetings.
Meetings of the members may be held at such place, within the region served by the organization as outlined in Section 1.01, either within or without the State of California, as may be specified by the Board of Directors in the respective notice of such meetings.

(a) Electronic Meetings.
The Board of Directors may, in its sole discretion, determine that the organization may not hold any meeting of the members at a location, but may instead be held solely through remote communication or virtual meeting. Participation in a virtual meeting shall constitute presence in person at the meeting for all purposes, including quorum and voting. Members shall receive at least thirty (30) days advance notice of the change to a virtual meeting and shall be provided instructions for participation and voting in such a meeting.
3.14 Notice of Meetings.

Written notice, stating the place, day and hour of the meeting and, in the case of a special meeting, the purposes for which it is called, shall be delivered not less than thirty (30) days before the date of the meeting. Such notice shall be delivered by mail or electronic mail, by or at the direction of the President, or the Board member or persons calling the meeting, to each voting representative of a Member entitled to vote at such meeting. The Board of Directors, at its discretion, may order a wider distribution of notice than is called for by these Bylaws. Such notice shall be deemed to be delivered when deposited in the United States mail addressed to the voting representative at such address as appears on the records of the Corporation with postage prepaid. If notice be given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is delivered.

3.15 Quorum.

(a) Voting members present at the annual meeting shall constitute a quorum at that meeting. At any other time when a vote shall be called for, twenty percent (20%) of the votes entitled to be cast shall constitute a quorum. A majority of the votes entitled to be cast by the voting representatives at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon. Should a quorum not be present when a vote is presented, the meeting will either be adjourned sine die for lack of a quorum, or adjourned until such time as a quorum is present.

(b) Should a meeting be adjourned for lack of a quorum until such time as a quorum is present, a maximum of one (1) hour will be allotted to the gathering of such quorum. Should such quorum not be present at the end of that time, the meeting will be adjourned sine die.

3.16 Voting.

Members who have the right to vote shall be defined in Section 3.03, Rights of Members.

(a) Each voting representative of a Voting Member is entitled to one (1) vote on each matter submitted to a vote of the members. Student Members, Honorary Member, Secondary Members, and other representatives of Voting Members shall have the privilege of the floor, but shall not be entitled to vote.

(b) Prior to the general meeting, the voting representative of a Voting Member may, if s/he chooses to do so, appoint any other representative from his/her organization as an alternate voting representative. In the absence of the voting representative, the alternate voting representative shall be entitled to cast the vote for the Voting Member. Should no alternate voting representative be appointed, and the voting representative be absent when a matter is presented for a vote, then the voting representative’s member organization shall not be entitled to vote upon that matter.

3.17 Conduct of Meetings.

Meetings of members shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President or, in the absence of both, by a chairman chosen by a majority of the Voting Members present. The Secretary of the Corporation shall act as Secretary of all meetings of members, provided that in his or her absence the presiding officer shall appoint another person to act as Secretary of the meeting.

3.18 Action by Written Consent without Meeting.

Any action which may be taken at a meeting of members may be taken without a meeting if authorized by an instrument in writing signed by a majority of members who would be entitled to vote on such action at a meeting and filed with the Secretary of the Corporation or at the offices of
the Corporation, except as otherwise expressly provided in these Bylaws. Should such an instrument
be distributed by mail, it shall be considered mailed when it is deposited in the US Mail, addressed
to all Voting Members, with first class postage prepaid. Thirty (30) days from the date of mailing
shall be allotted for the return of such instrument to a place specified in the instrument.

ARTICLE 4 - DIRECTORS

4.01 Number.
The Corporation shall have a minimum of nine (9) and a maximum of thirteen (13) Directors.
Four Directors shall be the President, Vice President, Secretary/Treasurer and Immediate Past
President elected by vote of the Voting Members, as provided for within the Bylaws or, as only in
the case of the Immediate Past President, succeeding to this position. The remaining five to nine
Directors shall be elected by vote of the Voting Members, as provided within the Bylaws. A
majority of the Directors and Officers, when counted together, shall always represent individuals or
be representatives of organizations which are based in the region the corporation serves, as outlined
in Section 1.01.

4.02 Powers of Directors.
Subject to limitations of the Articles of Incorporation, other sections of the Bylaws, and of California
law or the appropriate local law, all corporate powers of the Corporation shall be exercised by or
under the authority of, and the business and affairs of the Corporation shall be controlled by, the
Board of Directors. Without limiting the general powers, the Board of Directors shall have the
following powers:

(a) To select and remove the agents and employees of the Corporation and to prescribe such
powers and duties for all the officers, agents and employees as may not be inconsistent with
law, the Articles of Incorporation, or the Bylaws.

(b) To conduct, manage, and control the affairs and business of the Corporation, and to make
rules and regulations not inconsistent with law, the Articles of Incorporation, or the Bylaws.

(c) To borrow money and incur indebtedness for the purposes of the Corporation, and for that
purpose to cause to be executed and delivered, in the corporate name, promissory notes,
bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of
debt and securities.

4.03 Qualifications and Representation.
All Directors shall be elected from the representatives of the Voting Members. Directors bring
particular points of view and expertise to the Corporation Board of Directors. Directors do not,
however, serve as elected representatives of any specific constituency or organization. Though it is
important that Directors bring the perspectives of their colleagues to Board meetings, a Director’s
primary responsibility is to act as a trustee and to make decisions based on the best interests of the
Corporation and its members.

4.04 Election of Directors.
The Directors shall be elected by a majority of the votes cast at the annual meeting of the members.

4.05 Term of Directors.

(a) The Directors currently holding office shall continue to do so until their successors in office
shall have been appointed and/or elected and qualified.
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(b) There shall be three (3) classes of Directors with respect to term of office, such classes designated Class A, Class B and Class C, and serving terms of not less than two years or more than four years. Each class shall consist of approximately one third of the Directors.

(i) At each annual meeting of the members, Directors to replace those whose terms expire seven days following such meeting shall be elected to hold office until seven days following the annual meeting at the expiration of their elected term. A Director who has been appointed to fill the remainder of a term of a Director who has resigned, been removed, or otherwise departed from service may be re-elected for a full term. Subject to the provisions of sub-section (ii) below allowing certain consecutive terms and years of service, Directors who have served as Directors or officers in the past may be elected again to any post after an absence of one year during which they did not serve as a Director or Officer.

(ii) A Director who wishes to serve an additional term is subject to nomination by the Governance Committee and re-election by the membership. A person may serve on the Board of Directors for a period not to exceed six (6) consecutive years, but in no event more than two (2) consecutive terms, of whatever duration. Service on the Board as an Officer shall not be counted toward the maximum of six (6) consecutive years. If such service occurs after serving as a Director and is followed immediately by additional service as a Director, the total period served as Director shall not exceed six (6) years (excluding any tenure as an officer).

(iii) The Governance Committee may set the term of a nominee(s) to comply with Article 4, Section 4.05 (b).

4.06 Compensation.
Directors shall serve without compensation from the Corporation for their services as directors of the Corporation. However, directors may be reimbursed for out-of-pocket expenses incurred in connection with such services as determined from time to time by the Board of Directors.

4.07 Meetings.
(a) Place. Meetings of the Board of Directors, be they regular or special, may be held at such place, within the region served by the organization as outlined in Section 1.01, either within or without the State of California, which has been designated by the Board of Directors.

(b) Regular Meetings. Regular meetings shall be held at such time and place as may be designated by resolution of the Board of Directors.

(c) Annual Meeting. The Board of Directors shall meet each year during the annual conference of the membership for the purposes of the organization and the consideration of any business that may properly be brought before the Board.

(d) Special Meetings. Special meetings of the Board of Directors may be called by the President, or, if s/he is absent or is unable or refuses to act, by the Vice President or by a majority of the Directors.

(e) Telephone Meetings. Directors of the Corporation may participate in a meeting through use of conference telephone or similar communications equipment, so long as all directors of the Corporation participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

(f) Notice of Meeting. Notice of regular and special meetings shall be given to each Director, either personally or by telephone or other electronic means at least ten (10) days prior to the meeting, or by mail or telegram at least fifteen (15) days prior to the meeting. If sent by mail or telegram, the notice shall be deemed to be delivered on its deposit in the United States.
mail with postage thereon prepaid or on its delivery to the telegraph company. If notice be
given by electronic mail, such notice shall be deemed to be delivered when the electronic
mail is delivered. Such notice shall be addressed to each Director at his or her address as
shown on the books of the Corporation. Such notice shall contain the date, time and place of
the meeting.

(g) **Validation of Meeting Defectively Called or Noticed.** The transactions of any meeting of
the Board, however called and noticed or wherever held, are as valid as though the meeting
had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is
present and provided that either before or after the meeting each of the Directors not present
signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes
thereof. All such waivers, consents or approvals shall be filed with the corporate records or
made a part of the minutes of the meeting.

(h) **Majority Action as Board Action.** 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 is the act of the Board
of Directors, unless the law, the Articles of Incorporation of this Corporation, or these
Bylaws require a greater number.

(i) **Open Meetings.** The Board of Directors shall operate the business of the Corporation in
public whenever possible. There are times, however, when matters being discussed
need to be kept in a confidential nature. Ongoing negotiations, real estate purchases, or
matters relating to personnel are examples. Therefore, meetings of the Corporation Board of Directors will be open to the public
unless, by simple majority vote of the Board or by unanimous vote of the Executive
Committee, the meeting (or some portion thereof) is to be held in executive session. The motion to move into executive session shall be specific relative to the reason and
discussion shall be limited to that topic. While the Board is in executive session, only
discussion of the subject at hand is permitted. Actions which require the passage of a
motion shall be taken in public session only. Non-Board-members may be invited to
participate in executive session by all members of the Executive Committee or a
majority of the Officers and Directors present.

### 4.08 Quorum.
A majority of the members of the Board of Directors shall constitute a quorum for the transaction of
business. Notwithstanding the previous provisions of this section, 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 required quorum for such meeting.

### 4.09 Action by Written Consent without Meeting.
Any action required or permitted to be taken by the Board of Directors under the provision of law
may be taken without a meeting, if a three-fifths (3/5) majority of members of the Board shall
individually or collectively consent in writing to such action. Such written consent or consents shall
be filed with the minutes of the proceedings of the Board. Such action by written consent shall have
the same force and effect as the unanimous vote of such Directors. Any certificate or other
document filed under any provision of law which relates to action so taken shall state that the action
was taken by written consent of the Board of Directors without a meeting and that the Articles of
Incorporation and Bylaws of this Corporation authorize the Directors to so act, and such statement
shall be prima facie evidence of such authority.
4.10 Resignation.

(a) Any member of the Board of Directors may resign from the Board, such resignation to be effective immediately upon its receipt by the President. Any resignation must be in writing, signed and dated by the resigning Board member.

(b) Any Director who is absent from two consecutive meetings of the Board of Directors, or two meetings within any one calendar year, shall be considered to have resigned by virtue of abandonment at the conclusion of the second meeting missed. The affirmation by the President of this resignation shall be the second-to-last or last item of business of the meeting where the resignation becomes effective and shall be reflected in the minutes of such meeting. The appointment of a replacement for the resigned Director shall be the only business conducted after the resignation is deemed to have taken effect. Notice of the acceptance of such resignation shall be mailed to the absent Director within ten days of the conclusion of such meeting by the President, though lack of such notice shall have no effect on the resignation. An absence may be excused, and the resignation therefore annulled, by a majority vote of the Directors present at the meeting where the resignation would become effective.

4.11 Removal of Directors.
The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the Voting Members. If any or all Directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 4.12.

4.12 Vacancies.
Vacancies in the Board of Directors, except a vacancy in the office of Immediate Past President, shall be filled as set forth in Section 4.04 hereof, or pending such action, by a majority of the remaining Directors, though less than a quorum or by a sole remaining Director. A Director elected to fill a vacancy shall serve the unexpired term of that Director’s predecessor in office. If a Director serving as a representative of a Voting Member ceases to be a representative of a Voting Member, he/she ceases to serve as a Director, unless the Board of Directors votes, at the Board meeting immediately following the President's knowledge or notification of the Director's change in status, to allow that individual to continue serving as a Director until the expiration of their term as Director.

(a) Board of Directors' Election of a Director to Fill an Unexpired Term Left Vacant. If, at the time of the next annual meeting of the membership following the election by the Board of Directors of a Director to fill a vacancy, there remains more than one year on the unexpired term of the Electees' predecessor in office, then the Voting members shall either confirm the election made by the Board of Directors or shall elect another individual to fill the remainder of the term.

4.13 Nonliability of Directors.
The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

4.14 Adjournment; Notice.
A majority of the directors of the Corporation present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case
personal or telephone notice of the time and place shall be given before the time of the adjourned meeting to the directors of the Corporation who were not present at the time of the adjournment.

**ARTICLE 5 - OFFICERS**

**5.01 Officers.**
The officers of this Corporation shall be a President, a Vice President, a Secretary/Treasurer an Immediate Past President, and an Executive Director.

**5.02 Election, Term of Office and Qualification.**
The President, Vice President and the Secretary/Treasurer of the Corporation, shall be elected by a majority of votes cast at the annual meeting of the members. The President and Vice President shall be elected in even-numbered years and the Secretary/Treasurer shall be elected in odd-numbered years, for terms of two (2) years, or until their successors are elected and qualified. The Immediate Past President shall succeed to that office upon completion of his/her term as President. Each officer-elect shall take office seven days following the annual meeting of the members at which s/he was elected. The President and Vice President shall not be eligible for re-election to a successive term, though the Vice President may be then elected President and/or the Secretary/Treasurer may then be elected Vice President or President. The Secretary/Treasurer may serve up to two full terms in that office. Officers who have served as Directors or officers in the past may be elected again to any post after an absence of one year during which they did not serve as a Director or Officer. Any representative of a Voting Member is qualified to be an officer of the Corporation. The Executive Director shall be engaged as an employee of the Corporation by the Board of Directors via a contractual arrangement satisfactory to both parties.

**5.03 Vacancies.**
A vacancy in any office except the office of Immediate Past President because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term. If a Director serving as an officer ceases to be a representative of a Voting Member, s/he ceases to serve as an officer, unless the Board of Directors votes, at the Board meeting immediately following the President's knowledge or notification of the Director's change in status, to allow that individual to continue serving in the office until the expiration of his/her term. In the event of a vacancy in the office of Immediate Past President, the office shall remain vacant for the remainder of the current term.

(a) Board of Directors' Election of an Officer to Fill an Unexpired Term Left Vacant. If, at the time of the next annual meeting of the membership following the election by the Board of Directors of an Officer to fill a vacancy, there remains more than one year on the unexpired term of the Electee's predecessor in office, then the Voting members shall either confirm the election made by the Board of Directors or shall elect another individual to fill the remainder of the term.

**5.04 President.**
The President shall in general, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. S/He shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. S/He shall preside at all meetings of the members and of the Board of Directors. S/He shall also, ex-officio, be a member of all committees of the Corporation, except the Governance Committee.
5.05 Vice President.
The Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe, or as the President may delegate. In the case of the death of the President, or in case of his or her absence or inability to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

5.06 Secretary/Treasurer.
The Secretary/Treasurer shall Chair the Finance Committee. The Secretary/Treasurer shall work with the staff in the development of the annual budget and shall serve as a resource to the staff in areas of financial concern and policy development. The Secretary/Treasurer shall work with the staff to identify appropriate income sources in support of the annual budget and shall be responsible for presenting dues recommendations to the general membership for their consideration. The Secretary/Treasurer and the Finance Committee shall review the annual audit and must be prepared to discuss its findings with the board and/or the membership. The Secretary/Treasurer shall be responsible to the Board in assuring that the financial affairs of the corporation are handled in an acceptable fashion. The actual charge, custody, and supervision of corporation funds shall be the responsibility of the Executive Director or his/her assignee, pursuant to the financial policies of the corporation. The Secretary/Treasurer shall keep or cause to be kept minutes of all meetings of the Corporation, be such meetings of the general membership or of the Board of Directors; and, in general, shall perform all of the duties incident to the office of Secretary/Treasurer, and such other duties as may from time to time be assigned by the Board of Directors or by the President.

5.07 Immediate Past President.
The Immediate Past President shall succeed to this office after serving as President of the Corporation. S/he shall provide advice and leadership to the Board and assistance to the President by virtue of his/her experience in the Corporation. S/he shall chair the Governance Committee and, in general, shall perform all of the duties incident to the office of Immediate Past President, and such other duties as may from time to time be assigned or delegated by the Board of Directors or by the President.

5.08 Executive Director.
The Board of Directors shall appoint and have the authority to dismiss an Executive Director. The Executive Director shall serve as a nonvoting Officer of the Corporation who is not a Director and shall serve ex-officio in a nonvoting capacity on all committees, both standing and special. The Executive Director shall be the Chief Executive Officer of the Corporation and shall, in consultation with the President, subject to the control of the Board of Directors, supervise the affairs of the Corporation. The Executive Director shall employ and may terminate the employment of the members of the staff and fix their compensation within the approved budget. Except as otherwise expressly provided by law, by the Articles of Incorporation, by action of the Board of Directors or by these Bylaws, the Executive Director shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors or be required in the normal conduct of the affairs of the Corporation and may accept on behalf of the Corporation any contribution, grant, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. S/He shall keep the roster of members of the Association and the Board of Directors, give notice of and attend all meetings of the Association, keep a record of all proceedings, attest documents and perform other duties as are usual for such official or as may be duly assigned to him/her. The
Executive Director may be paid such compensation as shall be determined by the Executive Committee in conjunction with their annual review of his/her performance.

5.09 Removal and Resignation.

(a) Subject to the rights, if any, of such officer under any contract of employment, any officer, may be removed, either with or without cause, by a two-thirds (2/3) majority vote of the Directors at the time in office, at any regular or special meeting of the Board and such officer shall also be removed should s/he cease to be qualified for the office as herein required. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary/Treasurer of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Notwithstanding any other provisions to the contrary, a majority vote of the Directors at the time in office, at any regular or special meeting of the Board of Directors, shall be required to remove the Executive Director.

(b) Any Officer who is absent from two consecutive meetings of the Board of Directors, or two meetings within any one calendar year, shall be considered to have resigned by virtue of abandonment at the conclusion of the second meeting missed. The affirmation by the President of this resignation shall be the second-to-last or last item of business of the meeting where the resignation becomes effective and shall be reflected in the minutes of such meeting. The appointment of a replacement for the resigned Officer shall be the only business conducted after the resignation is deemed to have taken effect. Notice of the acceptance of such resignation shall be mailed to the absent Officer within ten days of the conclusion of such meeting by the President, though lack of such notice shall have no effect on the resignation. An absence may be excused, and the resignation therefore annulled, by a majority vote of the Directors present at the meeting where the resignation would become effective.

5.10 Compensation.

Officers shall serve without compensation from the Corporation for their services as Officers of the Corporation. However, Officers may be reimbursed for out-of-pocket expenses incurred in connection with such services as determined from time to time by the Board of Directors.

ARTICLE 6 - COMMITTEES

6.01 Executive Committee.

The Executive Committee shall exercise the powers and authority of the Board in the management of the business and affairs of the Corporation when the Board is not in session except the power to adopt, amend or repeal the Bylaws or to fill vacancies on the Board of Directors or on committees established pursuant to this Article 5, and provided that the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him or her by law, by the Articles of Incorporation of this Corporation, or by these Bylaws. The members of the Executive Committee shall be the President, the Vice-President, the Secretary/Treasurer, the Immediate Past President and one other Director who shall be elected annually by the Board of Directors. The Committee shall establish rules and regulations for its meetings and meet at such times as it deems necessary provided that a reasonable notice of all meetings of the Committee shall be given to its members, and no act of the Committee shall be valid unless approved by the vote or written consent of a majority of its members. The Committee shall
keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require. The Executive Committee is delegated the authority to conduct the annual performance review and determine the compensation and other financial arrangements regarding the employment of the Executive Director.

6.02 Special Committees.
Special committees, may be appointed by the President, for such special tasks as circumstances warrant. The Chair and other members of such committees shall be appointed and may be removed by the President. Special committees shall be chaired by a Voting Member. Both Committee Chairs and committee members shall serve at the pleasure of the President. Special Committee Members may be either members or nonmembers of the Corporation. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by the President. Upon completion of the task for which appointed, such special committee shall stand discharged. The Board of Directors may also appoint special committees. In such a case, the committee Chairs and the committee members shall serve at the pleasure of the Board of Directors and the committee shall exercise such powers as may be conferred by the Board of Directors.

6.03 Standing Committees.
Standing Committee Chairs, except those who Chair standing committees ex-officio, shall be appointed and may be removed by the President. Standing Committee Chairs shall be Directors. Standing Committee members who are not Directors, except members of the Nominating Committee may be appointed and may be removed at any time by the Chair of such committee. Standing Committee members who are Directors may be appointed or removed by the President or by the Board of Directors. Standing Committees shall present a report to the membership at each annual meeting of the membership. The Corporation shall have standing committees as follows:

(a) Governance Committee. The Governance Committee shall be appointed by the Board of Directors and shall be chaired by the Immediate Past President. In the event the post of Immediate Past President is vacant, the Committee Chair shall be elected by the Board from among the Directors who are not Officers. The Committee shall be composed of: The Immediate Past President, who shall serve as Chair; two additional directors, neither of whom shall be the President, and one of whom shall not be an Officer and 4 members of the corporation who are not directors or officers. At least one member of the Governance Committee (including the Chair) shall have served on the Committee in the previous year to ensure continuity. Members of the Governance Committee are not eligible to be nominated for service as a Director or Officer by that committee, but may be nominated from the floor.

The Governance Committee shall nominate a candidate for each office which is to become vacant seven days after the next annual meeting of the membership. The committee shall present their slate of candidates to the membership not less than thirty (30) days prior to the annual meeting.

(b) Finance Committee. The Finance Committee shall be chaired by the Secretary/Treasurer and shall develop policies for recommendation to the Board of Directors relative to investments, financial planning, dues, fundraising, earned and contributed revenue, personnel and other financial or human resources issues brought to its attention or at the request of staff or board. The Finance Committee shall review the annual audit and must be prepared to discuss its findings with the board and/or the membership.

(c) Membership Committee. The Membership Committee shall work with the Corporation staff to maintain and expand the Corporation’s membership.
(d) Awards Committee. The Awards Committee shall nominate individuals and organizations, for approval by the Board of Directors, to receive the various awards which the Corporation bestows.

(e) Professional Development Committee. The Professional Development Committee shall develop programs, within parameters established by the Board of Directors, which shall be designed to improve the training, knowledge, and expertise of persons and organizations involved in the presentation and management of touring performing artists and ensembles.

6.04 Terms of Office.
The Chair and each member of a committee shall serve until removed, until his or her successor is appointed, until such committee is terminated, until s/he is removed as Chair or member of such committee, or until s/he shall otherwise cease to qualify as a Chair or member, whichever occurs first.

6.05 Vacancies.
Vacancies on any Committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

ARTICLE 7 - EXECUTION OF INSTRUMENTS, GIFTS AND CONTRIBUTIONS

7.01 Execution of Instruments.
The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, or authorized in these bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

7.02 Gifts and Contributions.
The Board of Directors may accept on behalf of the Corporation any contribution, grant, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 8 - CORPORATE RECORDS, REPORTS AND SEAL

8.01 Minutes of Meetings.
The Corporation shall keep at its principal office, or at such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and of all meetings of members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at Directors’ meetings, the number of members present at the members’ meetings and the proceedings.

8.02 Books of Account.
The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

8.03 Inspection of Records by Directors.
The books of account shall at all reasonable times be open to inspection by any Director. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents
of every kind, and the physical properties of the Corporation. Such inspection may be made in
person or by agent or attorney, and the right of inspection includes the right to make extracts.

8.04 Inspection of Records by Members.
The books of account, and the minutes of meetings of the directors, members and Executive and
Standing Committees shall be open to inspection on the written demand of any member at any
reasonable time, for a purpose reasonably related to the interests of the member, and shall be
exhibited at any time when required by the demand, in writing or made orally at a meeting of ten
percent (10%) or more of the members of the Corporation. Such inspection may be made in person
or by agent or attorney, and the right of inspection includes the right to make extracts. Demand of
inspection other than at a members’ meeting shall be made in writing on the President or
Secretary/Treasurer of the Corporation.

8.05 Annual Report and Financial Statement.
The Board of Directors shall prepare or cause to be prepared a written annual report including a
financial statement. Such report shall summarize the Corporation’s activities for the preceding year
and activities projected for the forthcoming year.

8.06 Corporate Seal.
The Board of Directors may adopt, use, and at will alter a corporate seal. Such seal, if adopted, shall
be affixed to all corporate instruments, but failure to affix it shall not affect the validity of the
instrument.

8.07 Rules of Order.
All meetings of members, Board of Directors and Committees shall be governed by the general
principles and practices embodied in the current edition of Roberts Rules of Order. More
importantly, the presiding officer at such meetings will employ a sense of justice and fair-play in the
running of such proceedings.

ARTICLE 9 - BYLAWS

9.01 Effective Date of Bylaws.
These Bylaws shall become effective immediately upon their adoption. Amendments to these
Bylaws shall become effective immediately upon their adoption unless the Board of Directors or
members, in adopting them as hereinafter provided, provide that they are to become effective at a
later date.

9.02 Amendment.
Subject to the limitations contained in the Articles of Incorporation of this Corporation and to any
provisions of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws, or
any of them, may be altered, amended or repealed and new Bylaws adopted as follows:

(a) By Directors. Subject to the power of the members to change or repeal them, by the vote of a
majority of Directors present at any special or regular meeting of the Directors at which a
quorum is present, provided that a Bylaw fixing or changing the number of Directors may not
be adopted, amended or repealed by the Directors. Any action by the Directors relative to the
Bylaws must be reported to the members at the next annual meeting.

(b) By Members. By the vote of a majority of the Voting Members present and voting at the
annual meeting of the members.
ARTICLE 10 - INVESTMENTS

9.03 Certification and Inspection.
The original, or a copy, of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall be recorded and kept in a book which shall be kept in the principal office of the Corporation, and such book shall be open to inspection by the members at all reasonable times during office hours.

9.04 Construction and Definitions.
Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Corporation Law and the California General Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a corporation as well as a natural person.

ARTICLE 10 - INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction.

ARTICLE 11 - FISCAL YEAR

The fiscal year of the Corporation is July 1 to June 30.

ARTICLE 12 - PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, officer, employee or other person connected with this Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be affixed by resolutions of the Board of Directors and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE 13 - INDEMNIFICATION

13.01 Definitions.
For the purpose of this Article VIII, “agent” means any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another
enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigatory; and “expenses” includes without limitation all attorneys’ fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent and all attorneys’ fees, costs and other expenses incurred in establishing a right to indemnification under this Article VIII.

13.02. Indemnification in Actions by Third Parties.
The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code or the comparable local law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

13.03. Indemnification in Actions by or in the Right of the Corporation.
The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Corporations Code or the comparable local law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person reasonably believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 13.03:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person’s duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

13.04. Indemnification Against Expenses.
To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 13.02 or 13.03 of this Article, or in defense of any claim, issue or
ARTICLE 13 - INDEMNIFICATION

matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

13.05. Required Determinations.
Except as provided in Section 13.04 of this Article, any indemnification under this Article VIII shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 13.02 or 13.03 of this Article, by:

(a) A majority vote of a quorum consisting of directors of the Corporation who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

13.06. Advance of Expenses.
Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article 13.

13.07. Other Indemnification.
No provision made by the Corporation to indemnify the directors or officers of the Corporation or any directors or officers of any subsidiary of the Corporation for the defense of any proceeding, whether contained in the articles of incorporation, bylaws, a resolution of the board of directors of the Corporation, an agreement or otherwise, shall be valid unless consistent with this Article.

Nothing contained in this Article shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

13.08. Forms of Indemnification Not Permitted.
No indemnification or advance shall be made under this Article, except as provided in Sections 13.04 or 13.05(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the articles of incorporation, these bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

13.09. Insurance.
The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article, provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Corporations Code or the comparable local law.

Commented [TW16]: Amended September 2004
This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person’s capacity as such, even though such person may also be an agent of the Corporation as defined in Section 13.01 of this Article. The Corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by Section 207(f) of the California Corporations Code.