

NON-PROFIT BYLAWS OF BAYTOWN SYMPHONY ORCHESTRA

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Texas and the Articles of Incorporation of Baytown Symphony Orchestra. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Texas, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE I – NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Baytown Symphony Orchestra, Inc. (BSO) and shall herein be referred to as the "Corporation/Organization."

ARTICLE II – PURPOSE

The general purposes for which this Corporation/Organization has been established are as follows:

SECTION 1. ARTICLES.

The purpose for which the Non-Profit Corporation/Organization is formed is set forth in the attached Articles of Incorporation.

SECTION 2. TAX CODE.

The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code.

SECTION 3. PURPOSE.

The Corporation/Organization shall be operated exclusively for the purposes to create and maintain a non-profit civic orchestra, to provide symphonic music for the public, to offer an outlet to community instrumentalists, to encourage local talent through education and training, and to encourage student musicians to aspire to become professionals in the arts and culture field.

In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

SECTION 4. NON-PROFIT RESTRICTIONS.

The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Texas and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried out by a

Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

SECTION 5. FISCAL YEAR.

The Corporation/Organization shall operate a fiscal year based on the concert season schedule. These dates are June 1st – May 31st of each calendar year.

ARTICLE III – OFFICES

SECTION 1. PRIMARY CONTACT.

The principal mailing office of the Corporation/Organization shall be located at P.O. Box 2217, Baytown, Texas, 77522.

SECTION 2. OTHER OFFICES.

The Corporation/Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE IV – ORCHESTRA

SECTION 1. DEFINITION.

The term "Orchestra" as used herein shall be defined as all musicians from the greater Baytown area and surrounding communities (including Lee College and High School students) who perform together at practices, concerts, and all other activities sponsored by the Baytown Symphony Orchestra, Inc. The Orchestra may include hired musicians as needed.

SECTION 2. CONDUCTOR.

A conductor, who is to be named by the Board each year at the first meeting of the Board after the annual meeting of the membership, shall lead the Orchestra. The conductor shall be an advisory member of the Board as outlined in Article V, Section 1, Sub-Section C, and shall be in charge of the day-to-day operation and all performances of the Orchestra. The conductor shall report to the Board at each of its meetings, if possible, concerning the progress of the Orchestra and any matters which affect the Orchestra and/or its performance. The conductor is responsible for selecting all members of each section of the Orchestra. The conductor shall exercise any additional powers as may be delegated to him by the Board. The Conductor has the title of Music Director and is bound by the Terms of Contract with the BSO and the General Memorandum of Understanding (MOU) with Lee College and the BSO.

SECTION 3. SECTION LEADER.

Section Leaders shall be designated by the conductor and be responsible for the performance of their section.

SECTION 4. LIBRARIAN.

The Librarian shall be in charge of the distribution, storage, and collection of sheet music used by the Orchestra.

SECTION 5. ORCHESTRA REPRESENTATIVE.

The Orchestra representative to the Board shall be elected from the players who have completed one full season with the Orchestra at the first meeting of the full Orchestra after the annual meeting of the membership. The representative shall be elected by a majority vote of the musicians present. The Orchestra representative is responsible for keeping attendance, tabulating payroll, and distributing paychecks to the Orchestra. The representative shall continue until his

successor is elected.

SECTION 6. COLLEGE CREDIT.

Each volunteer musician, not otherwise enrolled in Lee College, may be required to pay a fee to the Office of Continuing Education of Lee College as a condition for participation in the Orchestra, but may receive no college credit for participation in the orchestra. The Orchestra board may elect to pay or subsidize these fees. Any fees collected may be used by the college for the financial support of the Orchestra.

ARTICLE V – MEMBERSHIP

SECTION 1. MEMBERSHIP CLASSIFICATION.

The Corporation/Organization will have three classes of membership consisting of:

A. SUPPORTING MEMBER

An individual or corporation whose primary purpose is to support and promote the Corporation/Organization through financial means.

- i. Supporting Membership is determined on an annual basis by the Corporation/Organization fiscal year.
- ii. The Supporting Membership rates are determined by the Board of Directors and are kept current at: <https://www.baytownsymphony.com/donate.html>
- iii. Supporting Members will have one vote at the annual meeting of membership.

B. DIRECTOR MEMBER

An individual who serves as a member of the Board of Directors of the Corporation/Organization as defined in Article VI of these Bylaws and will have one vote at any meeting of membership.

C. ADVISORY MEMBER

An individual who serves as a member of the Board of Directors of the Corporation/Organization that holds a non-voting, advisory position.

SECTION 2. RESTRICTION OF MEMBERSHIP.

No individual may serve as a voting member of the Board of Directors of the Corporation/Organization that is a member of a professional union of musicians that is compensated at a union rate by the Corporation/Organization. This is in accordance with the purpose of the Corporation/Organization.

SECTION 3. EXPULSION FROM MEMBERSHIP.

Any member may be expelled from membership, without assignment of any cause, upon affirmative vote of a majority of members voting, at a duly convened meeting, provided that written notice of the intention to expel has been provided to the member. No member shall be expelled without having the opportunity to be heard at such meeting if the member should so wish to do so, but no formal hearing procedure need be followed.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS AND RESPONSIBILITIES.

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Texas. The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the President and Officers, subject to the provisions of these Bylaws,

authority, and responsibility to see that the policies and directives are appropriately followed. All provisions of Article V apply herein.

SECTION 2. NUMBER.

The Board shall have no fewer than six (6) members. If the Board falls below six members, the viability of the Corporation/Organization must be assessed.

SECTION 3. BOARD COMPENSATION.

The Board shall receive no compensation other than for reasonable expenses. Reasonable expenses should be voted on by the Board prior to the expense, if possible. Receipt shall be given to the Secretary for record in accordance with Article VII, Section 2, Sub-Section B.

SECTION 4. TERM.

No Board member shall serve more than 15 consecutive years as a Board member. After serving the maximum total number of consecutive years on the Board, a member may be eligible for consideration as an Advisory member as defined in Article V, Section 1, Sub-Section C.

SECTION 5. ORCHESTRA REPRESENTATIVE.

One member of the Orchestra, as defined in Article IV, Section 5, shall be designated by the Orchestra to attend all meetings of the Board as their representative. This member shall be entitled to vote on Board matters and is exempt from Article VI, Section 4.

SECTION 6. CONDUCTOR.

A conductor, as defined in Article IV, Section 2, who is to be named by the Board each year at the first meeting of the Board after the annual meeting of the membership, shall lead the Orchestra. The conductor shall be an Advisory member as defined in Article V, Section 1, Sub-Section C, with the additional charge of the day-to-day operation and all performances of the Orchestra.

SECTION 7. ATTENDANCE.

An elected Board Member who is absent from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Board of Directors his/her commitment to the Corporation/Organization. The Board may deem a Board member who has missed six (6) consecutive meetings without such a reevaluation with the Board of Directors, to have resigned from the Board.

SECTION 8. REMOVAL.

Similar to Article V, Section 3, with the same stipulation applying, a Board member may be removed, with or without cause, at any duly constituted meeting of the Board, but with the affirmative vote of a two-thirds majority of then-serving Board members.

SECTION 9. RESIGNATION.

Each Board member shall have the right to resign at any time upon written notice thereof to the President or Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VII – OFFICERS

SECTION 1. OFFICERS AND DUTIES.

The Board shall elect officers of the Corporation/Organization which are listed below and such other officers as the Board may designate by resolution. The same person may not hold any other office. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office. All provisions of Article VI apply herein.

SECTION 2. ELECTION OF OFFICERS.

The officers of the Baytown Symphony Orchestra, Inc., shall be President, Vice President, Secretary, and Treasurer.

A. BOARD ELECTIONS

Election of Officers shall be held at the board meeting immediately after the final concert of the season, but no later than June. Nominations may be presented by new and renewing Board members for any Office. Board members may not nominate themselves for any position. Approval by simple majority is needed to decide any position at which a quorum is present. The position of the newly elected Officers take effect immediately following the conclusion of the Election.

The Board shall elect its officers either from the slate presented to it by the Nominating committee or from nominations from the floor, provided the consent of the nominee has been obtained.

B. DUTIES OF OFFICERS

i. PRESIDENT

It shall be the responsibility of the President, the Chief Executive Officer of the Corporation/Organization, in general, to preside over all meetings of the Board of Directors and Executive Committee, call special meetings, when necessary, to supervise and conduct all activities and operations of the Corporation/Organization, subject to the control, advice and consent of the Board of Directors. The President shall appoint such committees as are deemed necessary by the Board and coordinate efforts of all directors and committee chairmen. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation/Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Corporation/Organization between meetings of the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation/Organization, to execute in the name of the Corporation/Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation/Organization, and to negotiate any and all material business transactions of the Corporation/Organization. While the President is authorized to receive, deposit, and disperse funds, this is considered a failsafe. This duty falls upon the Treasurer's main responsibilities. If the President enacts this failsafe, it must be reported to the Treasurer immediately and the Board of Directors at the next regular meeting.

ii. VICE PRESIDENT

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

iii. SECRETARY

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation/Organization, which are required to be kept at the designated location of the Corporation/Organization, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format, and shall prepare and maintain a current roster of members. S/he shall attend to the giving and serving of all notices of the Corporation/Organization and shall see that the seal of the Corporation/Organization, if any, is affixed to all documents, the execution of which on behalf of the Corporation/Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

The Secretary will be one of two custodians of the mailbox key and shall regularly check the mailbox keeping record of all statements for the Treasurer and Board.

iv. TREASURER

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, deeds, certificates of stock, notes, bonds, obligations, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall receive all monies from the Secretary, passing a receipt for the same, disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the President with the consent of the Board of Directors, and shall render to the President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation/Organization.

The Treasurer shall give the Corporation/Organization a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation/Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation/Organization shall pay the cost of such a bond.

The Treasurer will be one of two custodians of the mailbox key and shall regularly check the mailbox, if the Secretary is unable, keeping record of all statements to turn over to the Secretary.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/Organization, or in special accounts of the Corporation/Organization, shall be signed by the Treasurer or such person or persons as the Board of Directors shall authorize to do so with all stipulations of this Article applying to such person.

SECTION 3. TERM OF OFFICE.

All Officer appointments to the Board shall be for a term of one (1) year. Elections must be held annually as stated in this Article, Section 2, Sub-Section A. No person shall serve more than five (5) consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to one (1) additional year for that Office.

SECTION 4. VACANCIES.

An Officer vacancy on the Board may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any Officer;
- b) The declaration by resolution of the Board of a vacancy in the office who has been declared of unsound mind

by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed three (3) consecutive meetings of the Board of Directors, or a total of six (6) meetings of the Board during any one season; or

- c) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

Any Officer vacancy on the Board may be filled by simple majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE VIII – MEETINGS

SECTION 1. MEETINGS.

The Board shall hold regular monthly meetings at such time and place as shall be determined by a two-thirds majority of the Board. The President or any five (5) regular Board members may call a special meeting of the Board with a minimum of two (2) days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meetings of the Board.

SECTION 2. ANNUAL MEETING.

There shall be an annual meeting of the membership, which shall coincide with Article VII, Section 2, Sub-Section A, of the Baytown Symphony Orchestra, Inc. in June unless otherwise ordered by the Board. Notice of said meeting is to be given in accordance with current Texas State regulations.

SECTION 3. PARLIAMENTARY PROCEDURE.

All parliamentary questions shall be determined by Roberts Rules of Order, as most recently revised, which shall govern the Baytown Symphony Orchestra, Inc. in all cases which are applicable and in which they are consistent with the Bylaws or special rules of order of the Corporation/Organization.

SECTION 4. MINUTES.

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minute books, physical or digital. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, shared online, or faxed within 30 business days after the close of each Board meeting.

SECTION 5. QUORUM.

At each meeting of the Board of Directors or Board Committees, the presence of a majority of Board or committee members shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President or Chair of the Committee shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a

meeting, the Board members present may continue the meeting if no vote is to be taken or may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

SECTION 6. VOTING.

Each Board member shall only have one vote unless they hold a non-voting Advisory position.

SECTION 7. PROXY.

There shall be no proxy voting by any Board members on any matter. The absent Board member may contact the President or any other Officer and express their wishes via either regular mail, hand delivered, emailed, or fax prior to the Board meeting.

ARTICLE IX – COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS.

The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least two (2) persons (with the majority being directors), and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or on any committee.
- d) Amend or repeal the Articles of Incorporation or Bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- f) Appoint any other committees of the Board of Directors or their members.
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation/Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to Law.

Unless otherwise authorized by the Board of Directors, no committee shall bind the Corporation/Organization in a contract or agreement or expend Corporation/Organization funds.

SECTION 2. MEETINGS AND ACTIONS OF COMMITTEES.

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the

provisions of this Article, concerning meetings and actions of the directors with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept for each meeting of any committee and shall be filed with the Corporation/Organization records. The Board of Directors may adopt rules not consistent with the provisions of these Bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Corporation/Organization whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

SECTION 3. EXECUTIVE COMMITTEE.

Pursuant to this Article, the Board appoints a standing Executive Committee composed of the elected Officers of the Board and the Chairs of Committees. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation/Organization between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in this Article, Section 1. The Secretary of the Corporation/Organization shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

SECTION 4. AUDIT/FINANCE COMMITTEE.

The Board, at its sole discretion, may create an Audit/Finance Committee, which may review any other committee's operations, and may be composed of one or more persons including persons other than directors of the Corporation/Organization. The Audit/Finance Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary. The Audit/Finance Committee shall consult with the auditor to assure its members that the financial affairs of the Corporation/Organization are in order, and after review shall determine whether to accept the audit. It shall also be the responsibility of the Audit Committee to ensure that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest version of the Government Auditing Standards, which have been published by the Comptroller General of the United States, or any standards established and published by the Attorney General of Texas. The membership of the Audit/Finance Committee, if created, shall not include the following persons:

- a) The President of the Corporation/Organization;
- b) Any paid member of the Corporation/Organization; or
- c) Any person with a material financial interest in any entity doing business with the Corporation/Organization.

The membership of the Audit/Finance Committee, if created, must include the following persons:

- a) The Treasurer of the Corporation/Organization;

The Audit/Finance Committee shall be responsible for making sure the Company/Organization's financial reports are accurate. It shall also oversee the budget and perform other duties like establishing reserve funds, lines of credit and investments.

SECTION 5. NOMINATING COMMITTEE.

The Board, at its sole discretion, may create a Nominating Committee, whose chair shall be appointed by the President with members elected by the Board from their own number and may include a member of the Company/Organization who is not a director.

A. SLATE OF CANDIDATES

The Nominating Committee shall present a slate consisting of at least one candidate for President, Vice President, Secretary, and Treasurer, each candidate to be duly qualified under said section and agreeable to serving. This slate shall be presented at the June meeting of the Board and voted on by the Board.

b) NEW BOARD MEMBERS

The Nominating Committee shall present candidates to serve on the Board for approval by the Directors. Candidates shall be presented at a regular meeting of the Board, shall then be discussed by the Board, and voted on individually. Candidates to be voted on by the members shall be presented for approval at the annual meeting of members held at the beginning of the fiscal year and approved in the same manner by a vote of the members. All candidates shall be elected by majority vote.

SECTION 6. COMMUNICATIONS AND PUBLIC RELATIONS COMMITTEE.

Pursuant to this Article, the Board appoints a standing Communications Committee that shall handle all matters that relate to communicating with donors, stakeholders, and others. This Committee shall also oversee all newsletters, official communications, social media platforms, online presence, and contacts with the media.

This committee is bound to the rules outlined in the Music Director Terms of Contract.

A Historian may be appointed by the President or Chair of Committee which shall prepare and maintain a record of programs and public announcements about the Orchestra, arrange for permanent binding of said records, and place such records in the Lee College Library for permanent record and/or an online repository controlled by the Company/Organization.

SECTION 7. FUNDRAISING COMMITTEE.

Pursuant to this Article, the Board appoints a standing Fundraising Committee which shall ensure and contribute well-planned fundraising initiatives for the Company/Organization. In addition, this Committee shall identify potential sources of funds, take an active role in enhancing the Board's awareness of fundraising opportunities, explore opportunities for enhanced public relations and fundraising, and provide an annual review of the performance of the Organization's fundraising plan.

ARTICLE X – INDEMNIFICATION

To the fullest extent permitted by law, the Corporation/Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Corporation/Organization of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation/Organization for those expenses.

The Corporation/Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE XI – RESTRICTIONS ON FUNDS AND ACTIVITIES

SECTION 1. RESTRICTED FUNDS.

In the event funds are received for restricted purposes with the requirement that principal shall remain intact, the Board may provide for the designation of an outside corporate trustee, with or without one or more Directors as co-trustees, and such funds shall be transferred to such trustee(s).

SECTION 2. NO BENEFIT OF NET EARNINGS.

No part of the net earnings of the Corporation/Organization shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons except that the Corporation/Organization shall be authorized and empowered to pay reasonable compensation for services rendered.

SECTION 3. POLITICAL ACTIVITIES.

No substantial part of the activities of the Corporation/Organization shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation/Organization shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or against any candidate for public office or regarding any ballot issue coming before the public for a vote.

SECTION 4. COMPLIANCE WITH THE CODE.

Notwithstanding any other provisions of these bylaws, the Corporation/Organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or by an organization whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 5. LOANS AND CONTRACTS.

No loans or advances shall be contracted on behalf of the Corporation/Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

ARTICLE XII – AMENDMENTS AND REVISIONS

No amendments of these Bylaws, either by alteration or addition, shall be made unless in the following manner:

SECTION 1. DISTRIBUTING AMENDMENT.

The proposed amendment must be in writing, either letter or email, with the proposer's name, and distributed to the Board a minimum of one week prior to the scheduled meeting when the discussion will occur.

SECTION 2. PROPOSING AMENDMENT.

The proposed amendment that was previously distributed is to be read at the scheduled meeting may be discussed and amended, if necessary.

SECTION 3. AMENDMENT CONSIDERATION.

At the next scheduled meeting, it shall be considered and voted upon without further amendment, and if approved by a two-thirds vote of the Board, shall become part of these Bylaws, upon compliance with other provisions of this Article.

ARTICLE XIII – DISSOLUTION

On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

CERTIFICATE OF SECRETARY

I, Susan Minix, certify that I am the current elected and acting Secretary of the Corporation/Organization, and the above Bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on July 12, 2022, and that they have not been amended or modified since the date above.

EXECUTED on this 12th day of July 2022, in the County of Harris in the State of Texas.

Susan Minix, BSO Secretary

David Levy, BSO President

Known Amendments:

May 23, 2010

July 12, 2022