

AMENDED BYLAWS OF
the PHOENIX SYMPHONY GUILD

The following Bylaws were approved by a vote of the membership of the Phoenix Symphony Guild present at a General Meeting held October 26, 2008.

ARTICLE I - NAME

The name of this organization shall be the Phoenix Symphony Guild. This organization may also conduct business as the Phoenix Youth Symphony.

ARTICLE II - PURPOSES

The purposes of the Phoenix Symphony Guild (hereinafter referred to as “the Guild”) shall be:

1. To encourage the development of musical skills and talent of young people through scholarships, competitions, concerts, youth orchestras, and other youth musical activities.
2. To institute cultural, educational and training programs to encourage and develop music appreciation and musical skills.
3. To promote public interest in the performance and appreciation of symphonic music, symphony orchestras, chamber music and related musical activities.
4. To provide volunteer service and financial support for the promotion of aforementioned activities.

ARTICLE III - MEMBERSHIPS

Section 1 – Definition

Membership in the Guild shall be open to individuals who subscribe to and support the purposes of the Guild.

Section 2 – Classes of Members

The membership shall consist of three classes.

1. Active Members
2. Life Members
3. Honorary Members

Section 3 – Active Members

An Active Member:

1. Pays the annual dues and
2. Is eligible to vote and to hold elective office.

Section 4 – Life Member

A Life Member:

1. Makes a one-time payment of an amount to be set each year by the Board of Directors of the Guild (the “Board”) or
2. Is a Past President of the Guild.
3. Is Eligible to vote and to hold elective office.

Section 5 – Honorary Members

An Honorary Member:

1. Receives a membership awarded by the Board in recognition of his or her current position as an ensemble conductor or in recognition of distinguished service in promotion of the purposes of the Guild.
2. Is a non-paying and non-voting member.

Section 6 – Privileges

All classes of members shall enjoy the privileges of the Guild except where certain privileges are specifically restricted to a specific class of member in these Bylaws.

ARTICLE IV – DUES

Annual dues shall be payable in an amount and on a date determined by the Board. Membership must be notified of any change in dues at the time the first dues notices go out. Final dues notices will be mailed by August 1st. If not paid by September 30th of that same year, the member will not be listed in the Membership Book. The following categories of members will not be required to pay annual dues:

1. Life Members
2. Honorary Members

ARTICLE V – MEMBERSHIP MEETINGS

Section 1 – Annual Meetings

The annual meeting of all members shall be held on the second Tuesday in May of each year, subject to change by Board with notice to all members at least thirty (30) days in advance of the meeting.

Section 2 – Special Meetings

Special Membership Meetings may be called by:

1. The President, with the approval of the Board, upon ten days written notice to the membership of the time, place and business to be transacted.

2. The Secretary, upon request in writing of not less than ten percent (10%) of the membership in good standing, upon ten days written notice of the time, place and business to be transacted.

Section 3 - Voting

1. Only Active and Life Members shall have the right to vote at membership meetings. Votes may be cast either in person or by absentee ballot as determined by the Board for each specific issue. Voting by Proxy shall not be permitted.
2. In order for an issue to pass it must receive a simple majority of the votes cast.

Section 4 – Quorum of Members

A quorum for annual and special membership meetings shall be not less than ten percent (10%) of the voting members either by attendance or absentee ballot.

Section 5 – Procedure at Meetings

The latest published and released edition of *Robert's Rules of Order* shall be the official parliamentary guide for all procedural matters discussed at all membership meetings when they are not in conflict with these bylaws.

ARTICLE VI – OFFICERS AND COMMITTEE CHAIRMEN

Section 1 - Officers

The elected Officers of the Guild shall be:

- (a) President
- (b) First Vice-President
- (c) Second Vice-President
- (d) Recording Secretary
- (e) Corresponding Secretary
- (f) Treasurer

Section 2 – General Duties and Qualification of Officers

1. President

The President shall carry out the directives of the Board and shall sign all contracts with third parties as the Guild's authorized representative.

The President shall have the day-to-day responsibility to direct the Officers and Committee Chairmen in their assigned duties.

The President shall represent the Guild at all official functions.

The President must have been a member of the Board for two years prior to taking office as President.

2. First Vice-President

The First Vice-President shall assist the President and assume the duties of the President when the President is unable to perform those duties or specifically assigns duties to the First Vice-President.

3. The Second Vice-President

The Second Vice-President shall assist the President and First Vice-President in the performance of their duties and perform other duties as assigned by the President.

4. Recording Secretary

The Recording Secretary shall take minutes of all Membership Annual and Special Meetings and of all Board Meetings and prepare them in formal form for approval by the President within twenty days thereafter.

5. Corresponding Secretary

The Corresponding Secretary shall prepare correspondence and communications to third parties for review and signature by the President as needed.

6. Treasurer

The Treasurer will handle financial transactions of the Guild; prepare and sign checks; keep charge of all income and expenses of the Guild in books of account; investigate and advise the Board of all Guild investments; and prepare financial reports for consideration, review and approval by the Board.

7. More detailed duties are contained in the Policies and Procedures.

ARTICLE VII – BOARD OF DIRECTORS

Section 1 –Chairman of the Board

The President of the Guild shall serve as chairman of the Board.

Section 2– General Powers and Duties

The Board shall have overall responsibility for the management of the business of the Guild. The Board may make such rules and regulations covering its meetings as it may in its discretion determine necessary so long as they do not conflict with these Bylaws.

The Board shall meet to receive, review and or establish policies, plans, projects and reports pertaining to the activities of the Guild. Duties for each Board Member can be found in the Policies and Procedures of the Guild.

Section 3 – Members of the Board

The Board shall consist of:

1. Voting Members:
 - (a) Officers
 - (b) Committee Chairmen
 - (c) Immediate Past President
2. Non-Voting Ex-officio Members
 - (a) Orchestra Manager
 - (b) Members at Large – appointed by the President
 - (c) Nominating Committee Members

Section 4 - Committee Chairmen

1. The Board shall establish annually by the January Board Meeting of each year, the designation and number of Committees whose Chairman will serve on the Board for the following year.

2. No one person may serve as an Officer and Committee Chairman at the same time. The Board shall designate the duties of each Committee.

3. The duties of the Committee Chairmen shall be such as set forth hereafter or as prescribed and assigned to them respectively by the Board.

Section 5 - Other Officers and Committee Chairmen

The Board may from time to time create other Officers and Committees, as it shall deem necessary to carry on the work of the Guild, and appoint qualified members to fill such positions until the next Board meeting.

Section 6 - Meetings

1. Regular meetings of the Board shall be held on the second Tuesday of each month, September through June, subject to change by the Board.
2. Special Meetings of the Board may be called by:
 - (a) The President or
 - (b) The Secretary, upon written request of twenty-five percent (25%) of the voting members of the Board.

Section 7 – Quorum

A quorum for meeting of the Board shall be a majority of the voting Board members.

Section 8 - Voting

1. The Board of Directors may vote by show of hands, by voice or hand written ballots.
2. An emergency vote by mail, email or telephone may be conducted by the Board, which shall require a two-thirds majority to be effective without formal ratification, and shall be officially recorded in the minutes of the next Board meeting.
3. Except in the case of the emergency vote, in order for a vote to pass, it must receive a simple majority of those in attendance.

Section 9– Absence from Meetings

More than three successive absences without prior notification to the President or Recording Secretary shall automatically constitute resignation from the Board.

ARTICLE VIII – ELECTIONS

Section 1 - Nominations

1. Each year the Nominating Committee shall nominate a single slate of candidates for Guild Officers and Committee Chairmen, and a slate of four nominees for two memberships of the Nominating Committee.
2. Suggestions for nominees for Guild Officers, Committee Chairmen and the Nominating Committee Members shall be sent to the Chairman of the Nominating Committee by the February Board Meeting of each year.
3. A proposed final slate from the Nominating Committee shall be sent to the Board by the March Board Meeting of each year at which time the Board shall review the slate of candidates for qualifications and those qualified will be submitted to a vote of the Membership.

Section 2 – Qualifications

Candidates for Guild Officers and Committee Chairmen Positions and the Nominating Committee shall be members qualified by experience and aptitude for the office for which they are nominated.

Section 3 – Balloting

1. Officers, Committee Chairmen and two members of the Nominating Committee shall be elected by ballot, on a date and in a manner determined by the Board.
- ~~2.~~ A plurality of the votes cast shall constitute election to any Guild Office or Committee.

Section 4 – Term of Office

1. Terms of Guild Officers, Committee Chairmen and members of the Nominating Committee, beginning from the time of installation at the Annual Meeting shall be for one (1) year, with the exception of the Treasurer, which term shall coincide with the fiscal year.
2. Guild Officers and Committee Chairmen shall not be eligible for more than five consecutive terms unless otherwise sanctioned by the Board with the exception of the Nominating Committee Chairman, which shall be limited to two (2) consecutive terms.
3. Members of the Nominating Committee shall not be eligible for re-election to the Nominating Committee until two years after their last service on the Committee.
4. After having served the maximum number of terms, an absence of two years shall be required, unless otherwise sanctioned by the Board, before a member shall again be eligible for Board membership.
5. Each year the designated Statutory Agent for the corporation shall be reviewed by the Board, and if the agent is changed, the name of the new Statutory Agent shall be recorded with the Arizona Corporation Commission.

ARTICLE IX – VACANCIES

The Board shall fill all vacancies occurring in Guild Officers and Committee Chairmanships with qualified members for the duration of the unexpired term.

ARTICLE X – FISCAL YEAR

The Fiscal year begins on the first day of July and ends on the 30th day of June.

ARTICLE XI – AMENDMENTS

These bylaws may be amended by a two-thirds affirmative vote of members present at a General or Special Membership meeting of the Guild. The power to alter, amend or repeal the bylaws or adopt new bylaws subject to repeal or change by action of the members shall be vested in the Board of Directors. Copies of amendments proposed by said board must be sent to Guild members at least fourteen (14) days before the meeting at which action is to be taken.