

The Palm Springs Opera Guild of the Desert

Bylaws

Amended/Adopted: Complete Re-write

February, 12, 2019

BYLAWS OF THE
PALM SPRINGS OPERA GUILD OF THE DESERT

ARTICLE I
GENERAL

Section 1: **MISSION:**

The mission of the Palm Springs Opera Guild is to bring the art of Opera to the Coachella Valley through educational outreach, live performances, and financial support for artists.

Section 2: **PRINCIPAL OFFICE:**

The principal office of the Guild shall be in such place within the County of Riverside as may be designated from time to time by the Board of Directors.

Section 3: **FISCAL YEAR:**

This Guild shall have a fiscal year of July 1 to June 30.

ARTICLE II
MEMBERS

Section 1: **GENERAL MEMBERS:**

Anyone, without regard to race, ethnic background, religion, gender, or sexual orientation, who supports the mission of the Guild and who pays the regular annual dues in the amounts and at the times required by the Board of Directors shall be a general member. General members include persons contributing at various levels including the Patron, Allegro, Bravissimo, and Donor levels.

Section 2: **OTHER CLASSES OF MEMBERSHIP:**

There shall be such other classes of membership, including Honorary memberships, as the Board of Directors may from time to time establish. An Honorary member of the Guild is a member whom the Board selects as meriting gratuitous membership.

Section 3: **ANNUAL MEETING OF MEMBERS:**

The annual meeting of the Guild shall be held in the spring of each year, at a specific time and at a place to be established by the Board of Directors. Written notice of the time and place of meeting shall be given to the members at least fourteen (14) days before the meeting.

ARTICLE III
BOARD OF DIRECTORS

Section 1: **MEMBERSHIP:**

(a) Number

The Board of Directors shall consist of up to twenty-one (21) members.

(b) Election of Members

Proposals of members to the Board of Directors will be raised on an ad-hoc basis by the Nominating and Governance Committee. Notice of and information about any proposed member must satisfy the requirements of Article III, Section 4 and must be submitted to the Board at a Board meeting prior to contacting the proposed member. Opposition to or concerns about a proposed member must be expressed to a member of the Nominating and Governance Committee within two weeks of proposal of the member to the Board. If no opposition or concerns are expressed within that period, the proposed member will be contacted by the Nominating and Governance Committee and a vote on the proposed member will be held at a subsequent Board meeting. If opposition or concerns are timely expressed, the proposed member will be discussed at the next Board meeting (prior to contacting the proposed member), with a vote taken whether to continue to pursue the proposed member.

Section 2: **POWERS:**

(a) Governing Body

The Board of Directors is the governing body of the Guild and has full responsibility for establishing and carrying out its policies, purposes, and objectives consistent with the provision of the Articles of Incorporation, the Bylaws, and applicable laws and regulations.

(b) General Powers

Without in any way implying any limitations upon the general powers of the Board of Directors, it is hereby specifically provided that the Board shall have, among other powers, the following:

- (1) The power to delegate authority.
- (2) The power to elect its members.
- (3) The power to elect officers of the Guild and to fill interim vacancies in the elective offices.
- (4) The power to establish from time to time such committees with such powers as may be deemed appropriate.
- (5) Subject to proposals from the Executive Committee, the power to hire and terminate the staff positioned Executive Director, set the Executive Director's compensation, and prescribe powers and

duties for the Executive Director that are consistent with the law and with these Bylaws.

Section 3: **MEETINGS OF THE BOARD OF DIRECTORS:**

(a) Regular Meetings

During the months of October through May of each year, there shall be a regular monthly meeting of the Board of Directors at a specific time and place to be established by the Board of Directors.

(b) Special Meetings

The President may call, with the approval of and upon receipt of a written request of 40 percent of the Board members, a special meeting of the Board of Directors.

(c) Notices

All members of the Board of Directors shall be given written notice by the Executive Director of the time and place of meetings as follows:

- (1) For regular meetings, ten (10) days' notice; for special meetings two (2) days' notice.
- (2) In lieu of receiving notice, a member of the Board may sign a waiver of notice either before or after the actual meeting.

(d) Quorum

A majority of the members of the Board of Directors shall constitute a quorum for any meeting of the Board, no matter how it is called.

(e) Actions

Generally, a majority vote of those attending a meeting including by applicable proxies is required for any Board of Director's action. However, the election of Officers, Directors, or Emeritus Directors and the election and the removal of the Executive Director require a majority vote of the full Board.

Section 4: **ELIGIBILITY TO SERVE:**

(a) Qualification

Each Director must be a member in good standing of the Guild and no two (2) members of the same household or family shall be eligible to serve on the Board of Directors at the same time. Election to membership on the Board of Directors shall be made without regard to race, ethnic background, religion, gender or sexual orientation.

(b) Financial Commitment

Membership of the Board of Directors also requires an annual financial commitment equal to the cost of a single Allegro membership for the year. However, members may be appointed by the President of the Guild with the approval of the Board of Directors, for a one (1) year term, based on in-kind goods provided or services rendered by the appointee.

(c) Committee Service

Generally, prior to election to the Board, a member of the Guild must have provided meaningful service on a Standing or an Ad Hoc Committee of the Board. After election to Board membership, the member must also serve on at least one Standing or Ad Hoc Committee of the Board.

Section 5: **TERM:**

(a) Length

Directors shall be elected for a three (3) year term of office.

(b) Renewals

Terms are renewable subject to a recommendation of renewal by the Nominating and Governance committee and by a majority vote of the full Board. In the fall of the third year of a Board member's term, the Nominating and Governance Committee will evaluate a Board member's performance in the prior 2 ½ years taking into consideration attendance at Board meetings, participation in Guild Standing and Ad Hoc Committees, other contributions to the Guild, and such other factors as the committee considers relevant. The Board vote for renewals will occur at the January meeting of the Board.

(c) Transitional Rule

In order to phase-in what will constitute a revolving Board, in the first year Section 5(b) is adopted, all members of the Board will draw lots to determine whether their current term ends after one (1), two (2), or three (3) years from the phase-in.

Section 6: **EMERITUS DIRECTORS:**

(a) Duties

Emeritus Directors are former members of the Board of Directors whose prior contributions to the Board are being recognized. Such members must retain a membership in the Guild and shall be available for consultation, fundraising, membership cultivation, and other activities. Emeritus Board members shall be listed in Board publications and may, but are not required to, attend Board meetings as non-voting members.

(b) Election

Emeritus Board members shall be elected by the Board upon the recommendation of the Nominating and Governance Committee and be voted on by the Board.

ARTICLE IV
OFFICERS

Section 1: **IN GENERAL:**

The officers of the Guild shall be the President, Vice President, Secretary, Treasurer, and Parliamentarian.

(a) PRESIDENT:

Subject to the control of the Board of Directors, the President shall have general supervision and direction of the business and social affairs of the Guild, with the power to make decisions as to all administrative matters. The President's authority shall include the power to appoint Chairpersons of Committees and to approve the members of Committees and Chairpersons and members of Subcommittees. The President shall preside at all meetings of the Board of Directors and the Executive Committee and provide a verbal report at the annual meeting of the members. The President shall be a Chairman of the Executive Committee and an ex-officio member of all Committees other than the Nominating and Governance Committee.

(b) VICE PRESIDENT:

In the absence or disability of the President, the Vice President shall perform all of the duties of the President and, in so doing, shall have all of the powers of the President until such time as the President reassumes such duties or the Board of Directors elects a new President. The Vice President shall be a member of the Executive Committee and an ex-officio member of the other Standing Committees other than the Nominating and Governance Committee. The Vice President shall also perform such other duties as may be required by the President or the Board of Directors.

(c) SECRETARY:

The Secretary shall keep, or cause to be kept, a full and complete record of the proceedings of the Board of Directors and the Executive Committee. In addition, the Secretary shall oversee that the Executive Director carries out the correspondence of the Guild and shall discharge such other duties as may be required by the President or the Board of Directors.

(d) TREASURER:

The Treasurer shall be a custodian of the Guild's checkbook, bank deposit books, and other financial records and shall keep or cause to be kept a complete record of receipts and disbursements. The President and Treasurer shall be two of the four Board members whom the Board of Directors shall authorize to sign checks or requests for the withdrawal of funds from Guild accounts. The signatures of any two of said Board members shall be required for the disbursement or withdrawal of funds in excess of five hundred dollars (\$500). The Treasurer shall have oversight of the Executive Director's development of the operating budget and its presentation to the Finance Committee and then to the Board for approval. The Treasurer shall also be a member of the Finance Committee and perform such other duties as may be required by the President or the Board of Directors and serve as ex-officio on all Standing Committees.

(e) PARLIAMENTARIAN:

The Parliamentarian shall assist the President in the proper conduct of all meetings and shall be regarded as final authority on matters of parliamentary procedure.

Section 2: **TERM:**

Officers shall be elected annually for the succeeding year.

Section 3: **Election of Officers:**

(a) Procedure

The Nominating and Governance Committee shall recommend its slate of Officers to the Board at the March meeting of the Board, and the election shall be held at the April meeting of the Board. Board members may be nominated for office at the April meeting of the Board provided the nominee is present at the meeting and consents to the nomination.

(b) Vacancies

Vacancies occurring between elections may be filled by the Board of Directors acting on the recommendation of the Nominating and Governance Committee.

ARTICLE V
COMMITTEES

Section 1: **IN GENERAL:**

(a) Standing Committees

The Standing Committees of the Guild shall be as follows: the Executive Committee; the Artistic Performances Committee; the Development Committee; the Education Outreach Committee; the Finance Committee; the Membership Event Committee; the Membership Development and Retention Committee; and the Nominating and Governance Committee. The Standing Committees shall develop proposed strategies, plans, events and other actions consistent with their assigned area of responsibility. However, Committee initiatives are subject to Board oversight that is satisfied with regular reporting at Board meetings and the opportunity for the Board to modify Committee initiatives in consideration of the overall mission and needs of the full organization. In addition, the Committees must cooperate with the Treasurer in the development of the annual budget approved by the Board for their area of responsibility and must adhere to the approved budget absent the Board's grant of a variance for good cause shown.

(b) Appointments

The Chairpersons of the Standing Committees shall be appointed by the President. The members of a Committee and the Chairpersons and members of Subcommittees shall be appointed by the Chairperson of the Standing Committee with the approval of the President.

(c) Terms

Chairpersons and members of Committees and Subcommittees shall serve one (1) year terms which are renewable.

(d) Chairperson Absence

During the absence or disability of a Chairperson of a Committee or Subcommittee other than the Executive Committee, another Committee member shall be appointed by the President to preside in the Chairperson's place.

(e) Ad-Hoc Committees

Ad-Hoc Committees may be appointed by the President as they are needed.

(f) Coordination with the Executive Director

All Committees need to coordinate with the Executive Director on development of budgets and any activities that will involve the use of third parties via contractual agreements. No Committee member is authorized to execute a contract on behalf of the Guild and that should be reflected in preliminary discussions with potential contractors.

Section 2: **THE EXECUTIVE COMMITTEE:**

(a)Membership

The Executive Committee shall consist of all of the Officers of the Guild and, for a one (1) year term in a non-voting capacity, the immediate past President.

(b)Powers

The Executive Committee shall make decisions as may be necessary to implement the policies of the Guild. The Executive Committee shall have authority to establish policy subject to the approval of the Board of Directors. The Executive Committee shall evaluate the performance of the Executive Director and report to the Board prior to the end of each year.

(c)Meetings

(1)The Executive Committee shall convene at such dates and times as designated by the President.

(2)A majority of the Executive Committee shall constitute a quorum.

(3)A majority vote of the voting members attending a meeting is required for any Executive Committee action.

(4) The Executive Committee may meet telephonically or electronically when necessary.

Section 3: **THE ARTISTIC PERFORMANCES COMMITTEE:**

The Artistic Performances Committee shall be responsible for the various artistic performances sponsored by the Guild including, but not limited to, Opera in the Park, the Vocal Competition, and Opera Outreach. The Artistic Chairperson shall be a member of the Educational Outreach Committee.

Section 4: **THE DEVELOPMENT COMMITTEE:**

The Development Committee shall be responsible for raising funds (other than membership fees) such as foundation grants, the Legacy Society program, and other donative transactions.

Section 5: **THE EDUCATION OUTREACH COMMITTEE:**

The Education Outreach Committee shall be responsible for the design, planning, and implementation of effective programs for introducing and educating Valley student and adult populations to and about the opera arts. The operation of such programs shall be coordinated with the Artistic Performance Committee. The Chair of the Artistic Performance Committee shall be a member of this Committee.

Section 6: **THE FINANCE COMMITTEE:**

The Finance Committee shall be responsible for assuring the Board that the financial statements accurately reflect the financial condition of the Guild, and may make recommendations to the Treasurer, President or Executive Committee on how the financial statements can be improved or better utilized in managing the operations of the Guild. When accounting issues arise, the President or Executive Committee may request the Finance Committee to make recommendations. The Finance Committee shall also approve the Guild's fiscal budget with the Executive Director and input from Chairpersons of other Standing Committees prior to its submission to the Board of Directors for its approval. The Finance Committee shall also approve the Treasurer's budget prior to its submission to the Board of Directors.

Section 7: **THE MEMBERSHIP EVENT COMMITTEE:**

The Membership Event Committee shall be responsible for all events held for members, including Allegro Society events as well as general membership events. The Committee will coordinate with the Artistic Performances Committee to secure appropriate entertainment programs for its events.

Section 8: **THE MEMBERSHIP DEVELOPMENT AND RETENTION COMMITTEE:**

The Membership Development and Retention Committee shall develop strategies and programs to grow and retain Guild memberships, including publicity through various media, recruitment and Guild-sponsored and other public events, and other initiatives deemed effective. The Committee will also from time to time analyze the effectiveness of the Guild's membership structure and fees and make recommendations regarding modifications that may enhance the recruitment and retention of more members and member revenues. Proposals affecting membership fees shall be coordinated with the Finance Committee.

Section 9: **THE NOMINATING AND GOVERNANCE COMMITTEE:**

The Nominating and Governance Committee shall consist of no fewer than three (3) members, all of whom shall be members of the Board of Directors. The Committee shall be responsible for the election of officers (see Article IV, Section 3) and members of the Board of Directors (see Article III, Section 1 (b)). The Committee is also responsible for recruiting potential members of the Board of Directors, proposing members to the Board of Directors and Emeritus Board members, providing new Director orientation, and monitoring Director participation. The Committee shall also be responsible for overseeing the Guild's compliance with applicable laws and regulations

governing the non-profit status and operation of the Guild and for updating the Bylaws of the Guild when appropriate.

ARTICLE VI

EXECUTIVE DIRECTOR

Section 1: **General Duties:**

The Executive Director shall oversee the day-to-day operations and activities of the Guild and shall have such powers and duties as assigned by the Board, including the planning, implementation, administration, and management of all Guild activities. The Executive Director shall report on the activities of the Guild at each regular meeting of the Board. Except when matters related to the Executive Director's position are being discussed, the Executive Director shall attend, as a non-voting member, all meetings of the Board and may attend, as an ex-officio member, meetings of its Committees.

Section 2: **Other Duties:**

In addition, the Executive Director shall:

- (a) Create and manage the operating budget with the assistance of the Treasurer and the Finance Committee.
- (b) Manage all operational duties, including strategic planning, fundraising, donor relations and public communications. This includes cultivating new and past donors, planning events, writing grant proposals, newsletters, correspondence, and press releases, managing web content, and maintaining lists of members.
- (c) Be a liaison with the Board to assist with governance and articulate priorities and needs of the Board.
- (d) Supervise staff; setting and managing human resources policies and procedures. The Executive Director, in consultation with the President, shall be responsible for hiring, discharging, directing and supervising all employment activities and shall provide a written evaluation of staff to the President prior to the end of the year.
- (e) Enforce the Guild's Policies and Guidelines for Financial Controls, in coordination with the Treasurer.
- (f) Have such other powers and duties as the Board or the President may, from time to time, delegate to the Executive Director.

Section 3: **Consultation and Coordination:**

The above enumerated powers and duties shall be conducted under the oversight and in consultation and coordination with the President, the Executive Committee, and the Board or with relevant Committees of the Board, as appropriate.

ARTICLE VII
INDEMNIFICATION AND INSURANCE

Section 1: **INDEMNIFICATION:**

To the fullest extent allowed by Section 5238 of the California Corporations Code, the Guild shall indemnify its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2: **INSURANCE:**

The Guild shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents of the corporation, against any liability asserted against or incurred by an Officer, Director, employee or agent in such capacity or arising out of the Officer's Director's, employee's or agent's status as such.

ARTICLE VIII
RECORDS AND REPORTS

Section 1: **MAINTENANCE OF GUILD RECORDS:**

The Guild shall maintain:

- (a) Adequate and correct books and records of accounts
- (b) Minutes in written form of the proceedings of the Board and reports of Committees of the Board
- (c) A record of its members giving their names, ~~and~~ addresses, and the class of membership held

Section 2: **ANNUAL REPORT:**

Except as provided under Section 8321 of the California Corporations Code, not later than one hundred twenty (120) days after the close of

the fiscal year of the Guild, the Board shall cause an annual report to be sent to all members of the Board. Such report shall include the assets and liabilities, revenue or receipts, and expenses or disbursements of the Guild as of the end of the fiscal year. In addition, transactions between the Guild and any Director or Officer of the Guild shall be included in this report. The statement shall include a brief description of the transaction, the names of the Director(s) or Officer(s) involved, their relationship to the Guild, the nature of such person's interest in the transaction and, where practicable the amount of such interest; provided that in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

ARTICLE IX **MISCELLANEOUS**

Section 1: **ACTION BY WRITTEN CONSENT:**

In lieu of acting at a meeting, the Board of Directors or the Executive Committee may take action by securing the unanimous written consent of their respective members.

Section 2: **PROXIES:**

Proxies may be submitted in writing or by email to the Executive Director for both Board of Directors and Executive Committee meetings only for purposes of establishing a quorum and voting on specific matters contained in the proxy. A member submitting a proxy shall not be treated as attending a meeting.

Section 3: **ROBERT'S RULES OF ORDER:**

As to matters of procedure not provided for in these Bylaws, all meetings shall be governed by the rules contained in the latest edition of ROBERT'S RULES OF ORDER.

Section 4: **AMENDMENTS TO THE BYLAWS:**

The Bylaws of the Guild may be adopted, amended, or repealed by the Board of Directors at a meeting duly called.

Section 5: **ADVISORY BOARD:**

The President may establish an Advisory Board, which may include non-members of the Guild, to function strictly in an advisory capacity.

Section 6: **DEFINITIONS:**

(a) Ex-officio Member

An ex-officio member of the Board or Committee shall be a participating, but non-voting member.

(b) Guild

The term Guild as used in this document refers to the Palm Springs Opera Guild of the Desert.

(c) Year

The term year as used in this document refers to the fiscal year of the Board.

CERTIFICATION

The undersigned certifies as follows:

I am the duly elected and acting Secretary of the Palm Springs Opera Guild of the Desert, a California Public Benefit non-profit Corporation. The foregoing Bylaws constitute the duly amended Bylaws of this Corporation adopted at a meeting duly called for the purpose of replacing the original Bylaws, held this the ____ day of ____

In Witness whereof I have hereunto subscribed my name

this ____ 12 ____ day of ____ FEBRUARY _____, ____ 2019 _____

DIGITAL SIGNATURE FOR WEB PURPOSE – Jeffrey Roberts

Secretary