



PALM SPRINGS
OPERA GUILD

**Bylaws of the
Palm Springs Opera Guild**

(A Californian Nonprofit Public Benefit Corporation)

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ARTICLE 1: NAME

The Name of this corporation is the Palm Springs Opera Guild (hereinafter "corporation")

ARTICLE 2: PURPOSES

This corporation has been formed for charitable purposes to bring the art of Opera to the Coachella Valley through educational outreach, live performances, and financial support for artists, as stated in greater detail in Article II of this corporation's Articles of Incorporation. In addition, this corporation is formed to perform all things incidental to, or appropriate in, the achievement of the preceding primary purposes.

This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the corporation's purposes.

This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes. In no event shall the corporation engage in activities that are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3: PRINCIPAL OFFICE

The principal office of this corporation shall be in such place within the County of Riverside as may be designated from time to time by the Board of Directors. The Board of Directors may change the location of the principal office from one location to another within said county. Any such change of location must be noted by the Secretary on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location. The Board of Directors may also at any time establish branch offices at any place where this corporation is qualified to conduct its activities.

ARTICLE 4: NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes described in Article 2, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5: DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or 2 officer of this corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an arts organization dedicated to charitable purposes that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 6: MEMBERSHIP

The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code ("Code"). The corporation may from time to time use the term "members" to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the Code.

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. Emeritus Directors 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. 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.

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 the meeting shall be given to the members at least fourteen (14) days before the meeting.

ARTICLE 7: BOARD OF DIRECTORS

Section 1: **POWERS**

Subject to the provisions and limitations of the Code and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

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. (1) The power to delegate authority. Attend meetings regularly.
2. Exercise independent and informed judgment on corporate decisions.
3. Act and judge in the corporation's best interest.
4. Avoid conflicts of interest that are detrimental to the corporation.
5. Any person who has been compensated by the corporation within the last 12 months AND
6. Any member of such a person's family
- 7.
8. (2) The power to elect its members.
9. (3) The power to elect officers of the Guild and to fill interim vacancies in the elective offices.

10. (4) The power to establish from time to time such committees with such powers as may be deemed appropriate.
11. (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.

In addition, the following shall be observed:

- (1) No Board actions by email vote unless unanimous approved
- (2) No directors voting by proxy
- (3) Each voting director has one vote
- (4) Directors owe a duty of loyalty and a duty of care to the corporation. Directors should:
 - (5) Not more than 49% of the Board of a nonprofit public benefit corporation may be "interested persons." Interested persons are defined as
 - o Any person who has been compensated by the corporation within the last 12 months AND
 - o Any member of such a person's family

Section 2: **NUMBER OF DIRECTORS**

The authorized number of directors of the corporation shall not be more than 15 until changed by amendment of the Articles of Incorporation or these Bylaws. The Board of Directors shall fix the exact number of directors from time to time, within these limits. Until changed by the Board, the authorized number of directors shall be 15.

Section 3: **ELECTION, DESIGNATION, AND TERM OF OFFICE**

(a) Qualification

Each Director must be a member in good standing of the Guild before being nominated 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. The Allegro membership must be paid in full before the first Board Meeting of the fiscal year.

(c) Qualifying Considerations

In considering qualifications for service on the Board, the Nominating and Governance Committee will evaluate a candidate's record of public service, active philanthropy, Board service on other non-profit or for-profit entities, service in arts

organizations, and other elements the Committee deems relevant including, for existing Guild members, prior service on a standing or ad hoc committee. After election to Board membership, the member must serve on at least one Standing or Ad hoc Committee of the Board

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

(e) 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. During the third year of a Board member's term, the Nominating and Governance Committee will evaluate a Board member's performance during their term 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 April meeting of the Board.

Section 4: **VACANCIES**

A vacancy on the Board shall occur in the event of the following:

- The death, resignation, or removal of any director
- An increase in the authorized number of directors
- The failure of the directors, at any annual or other meetings of directors at which any director or directors are to be elected, to elect the full authorized number of directors.
- The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of the court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the Code dealing with standards of conduct for a director.
- The declaration by resolution of the Board of a vacancy in the office of a director who has missed 3 consecutive Board meetings or a total of 4 meetings of the Board during any one calendar year.

The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner outlined in Article 7, Section 5, that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor

may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director in charge of its affairs.

Vacancies on the board may be filled by approval of the board or, if the number of directors, then in office is less than a quorum, by:

- (1) The unanimous written consent of the directors then in office
- (2) The affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with the California Nonprofit Public Benefit Corporation Law
- (3) A sole remaining director

Any reduction of the authorized number of directors shall not result in any director's removal before his or her term of office expires.

Section 5: **MEETINGS**

(a) Regular Meetings

From 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

Meetings of the Board for any purpose may be called at any time by the President, the Secretary, or any 5 directors. Notice of the date, time, and place of meetings shall be delivered personally to each director or communicated to each director by telephone (including a voice messaging system that records and communicates messages), facsimile, or electronic mail at least forty-eight (48) hours before the meeting, or communicated by express mail service, first-class mail, or by other means of written communication charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation, deposited in the mail or given to the express mail company or other carrier at least four (4) days before the date of the meeting. The notice need not specify the purpose of the meeting.

(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 as outlined in paragraph (b) above.

(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) Actions

Generally, a majority vote of those attending a meeting 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.

(e) Electronic meetings

Any meeting may be held by conference telephone, video screen communication, or other communications equipment permitted by the Code, as long as all directors participating in the meeting can communicate with one another and all other requirements of the Code are satisfied. All such directors shall be deemed to be present in person at such meeting.

Section 6: **ACTION AT A MEETING**

Quorum. The presence of a majority of the directors then in office or twenty percent (20%) of the authorized number of directors, whichever is greater, at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws.

Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or the Code. Directors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these Bylaws or the Code.

Section 7: **ADJOURNED MEETING AND NOTICE**

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Article 7, Section 5.

Section 8: **ACTION WITHOUT A MEETING**

The Board of Directors may take any required or permitted action without a meeting if all members of the Board shall individually or collectively consent in writing (including electronic mail) to such action. Such written consent or consent 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. For purposes of this section only, "all members of the Board" does not include any "interested directors" as defined in Section 5233 of the Code.

Section 9: **FEES AND COMPENSATION**

Directors and members of committees may not receive any compensation for their services as such but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article 8, Section 2, as may be fixed or determined by resolution of the Board of Directors.

Directors may not be compensated for rendering services to this corporation in any capacity other than director unless such compensation is reasonable and approved as provided in Article 8, Section 4.

ARTICLE 8: STANDARD OF CARE

Section 1: **GENERAL**

A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- o One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented.
- o Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

- A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence.
—so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 8, Section 3, a person who performs the duties of a director by the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Section 2: **LOANS**

This corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer unless approved by the California Attorney General; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3: **CONFLICT OF INTEREST**

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the interested person shall (i) fully disclose the nature of the interest and (ii) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so, and the transaction was fair and reasonable to the corporation at the time the corporation enters the transaction. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 4: **MUTUAL DIRECTORS**

No contract or transaction between the corporation and any California nonprofit public benefit corporation, of which one or more of its directors are directors of this corporation, is void or voidable because such director(s) are

present at a meeting of the Board which authorizes, approves, or ratifies the contract or transaction if the material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director(s), or if the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified.

Section 5: **RESTRICTION ON INTERESTED DIRECTORS**

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is:

(1) Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and

(2) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 6: **INDEMNIFICATION AND INSURANCE**

To the fullest extent permitted by law, this corporation shall indemnify its "agents", as described in Section 5238(a) of the Code, 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," as that term is used in said Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from Article 8, Section 6.

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 before final disposition of the proceeding upon receipt by the corporation 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 for those expenses.

The corporation shall have the power to purchase and maintain insurance to the fullest extent permitted by law 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, or to give other indemnification to the extent permitted by law.

ARTICLE 9: OFFICERS

Section 1: **OFFICERS**

The officers of the corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Parliamentarian and may consist of one or more Vice Presidents and such other officers as the Board may designate by resolution. Other than the President of the Board, these persons may, but need not be, selected from among the Directors.

The same person may hold any number of offices, except that the Secretary, the Treasurer, or the chief financial officer may not serve concurrently as the President of the Board. Officers shall not act in their official capacity by proxy.

In addition to the duties specified in Article 10, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, subject to the control of the Board of Directors, and shall perform such additional duties as the Board of Directors shall from time-to-time assign.

(a) **PRESIDENT:**

Subject to the control of the Board of Directors, the President is the chief executive officer of the corporation and 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 Chair of the Executive Committee and an ex-officio member of other committees except 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 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 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 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 thousand dollars (\$5000). 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 the 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 April meeting of the Board, and the election shall be held at the May meeting of the Board. Board

members may be nominated for office at the May 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.

Section 4: **OTHER CONDITIONS**

(a) Appointment and Removal

The officers shall be chosen by the Board at its May meeting and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board.

(b) Resignation, Disqualification and Vacancies

Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation. Unless otherwise specified in the resignation, acceptance of the resignation shall not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

ARTICLE 10: COMMITTEES

Section 1: **COMMITTEES**

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 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 and the Executive Director 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:

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 7, Section 3 and must be submitted to the Board at a Board meeting before contacting the proposed member. Any Board member's opposition to or concerns about a proposed member should be expressed to a member of the Nominating and Governance Committee within a week of the Committee's proposal to the Board. The Committee will then evaluate whether to proceed with the nomination at the Board's subsequent meeting.

(c) Terms

Chairpersons and members of Committees and Subcommittees shall serve one (1) year terms which are renewable. To serve on any committee within the Palm Springs Opera Guild, individuals must be members in good standing with the organization.

(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 the 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 or discuss compensation on behalf of the Guild.

(g) Other conditions

All committees and their members and alternates serve at the pleasure of the Board. However, no committee, regardless of Board resolution, may:

- Approve any action that, under the Code, would also require approval of the members of the board of directors.
- Fill vacancies on, or remove the members of, the Board of Directors or in any committee that has the authority of the Board.
- Fix compensation of the directors for serving on the Board or on any committee.
- Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws.
- Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or re-appealable.
- Appoint any other committees of the Board of Directors or members of these committees.
- Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
- Approve any self-dealing transaction, except as provided by Section 5233 of the Code

No committee shall bind the corporation in a contract or agreement or expend corporate funds unless authorized to do so by the Board of Directors.

Section 2: **THE EXECUTIVE COMMITTEE**

(a) Membership

The Executive Committee shall consist of all of all the current Officers of the Guild, and in a non-voting capacity, any past Presidents who remain active Board members.

(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 before the end of each fiscal year. When a decision can be deferred until the next Board meeting, the Executive Committee

shall not act on the matter. No Executive Committee meeting shall be held instead of a regular Board meeting unless agreed to by a majority of the Directors.

(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.

(5) Financial decisions shall require a full board vote as stated in Section 6.

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 before its submission to the Board of Directors for its approval. The Finance Committee shall also approve the Treasurer's budget before its submission to the Board of Directors.

Section 7: **THE MEMBERSHIP COMMITTEE**

The Membership Committee shall be responsible for all matters about the recruitment, retention, and support of all Guild Members of every category. The Committee shall work with the Executive Director to plan Allegro and other Member events and to develop and implement strategies and supporting materials or activities for growing and retaining Guild memberships.

Section 8: **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 10, Section 8) and members of the Board of Directors (see Article 7, Section 3). 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.

Section 9: **MEETINGS AND ACTIONS OF COMMITTEES**

Meetings and actions of all committees shall be governed by, and held and taken by, the provisions of Article 7 of these Bylaws, concerning meetings and actions of 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.

ARTICLE 11 – 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 meetings of its Committees.

Section 2: **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 12: EXECUTION OF CORPORATE INSTRUMENTS

Section 1: **EXECUTION OF CORPORATE INSTRUMENTS**

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidence of indebtedness of the corporation, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the President and by the Secretary or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 2: **LOANS AND CONTRACTS**

No loans or advances shall be contracted on behalf of the corporation 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 may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

ARTICLE 13: RECORDS AND REPORTS

Section 1: MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 2: MAINTENANCE AND INSPECTION OF FEDERAL TAX EXEMPTION APPLICATION AND ANNUAL INFORMATION RETURNS

The corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3: MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The corporation shall keep adequate and correct books and records of accounts and write minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the Chairperson or President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney.

Section 4: PREPARATION OF ANNUAL FINANCIAL STATEMENTS

The corporation shall prepare annual financial statements using generally accepted accounting principles. If required by law or as determined by the Board, such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards, under the supervision of the Finance Committee established by these Bylaws. The corporation shall make these financial statements available to the California Attorney General and members of the public

for inspection no later than nine (9) months after the close of the fiscal year to which the statements relate.

Section 5: **REPORTS**

The Board shall send an annual report, electronically or otherwise, to all directors, within 120 days after the end of the corporation's fiscal year, containing the following information:

- The assets and liabilities, including the trust funds, of this corporation at the end of the fiscal year.
- The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- The revenues or receipts of this corporation, both unrestricted and restricted for particular purposes for the fiscal year.
- The expenses or disbursements of this corporation for both general and restricted purposes during the fiscal year; and the information required by Section 6322 of the Code concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 that took place during the fiscal year.

The report shall be accompanied by any pertinent report of independent accountants, or, if there are no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE 14: FISCAL YEAR

The fiscal year for this corporation shall begin on July 1 and shall end on June 30.

ARTICLE 15: AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by the vote of a majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanations, therefore, is given by these Bylaws, unless such notice is waived by these Bylaws. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

ARTICLE 16: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time 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. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

Definitions:

Ex- Officio: have the same rights and privileges as the regular members, including the right to vote (Robert's Rules of Order Newly Revised (12th ed.) 49:8-9, 50:16.).

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting secretary of The Palm Springs Opera Guild, a California nonprofit public benefit corporation, and the above bylaws, consisting of 20 pages, are the Bylaws of this corporation as adopted by the Board of Directors on _____, 20_ , and that they have not been amended or modified since that date.

Executed on _____, 2024, at _____, California.

Signed by Palm Springs Opera Guild Board Secretary

_____.