

**BY-LAWS OF  
THE RENO CHAMBER ORCHESTRA, INC.**

**ARTICLE I.  
NAME  
PRINCIPAL OFFICE**

The name of this corporation is THE RENO CHAMBER ORCHESTRA, INC., and its principal office shall be in the County of Washoe, State of Nevada.

**ARTICLE II.  
SEAL**

The Directors, at their option, shall adopt and use a seal or stamp, which contains the name of this corporation and the date of the issuance of its Charter by the Secretary of State of the State of Nevada.

**ARTICLE III.  
OBJECTS AND PURPOSES**

This is a non-profit corporation, organized exclusively for charitable and educational purposes under the provisions of NRS 81.41 through 81.540 inclusive, including not by way of limitation, for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future laws or regulations pertaining thereto, and the object and purpose of this corporation are to promote and support live chamber music concerts for interest in music, and to receive gifts, bequests, legacies, devises, or transfers of personal or real property for the educational, musical and charitable uses of the corporation, and to convey, sell or otherwise dispose of such property and to invest, reinvest, and deal with the same in such manner as in the judgment of the directors of the corporation will best promote the purposes of the corporation.

**ARTICLE IV.  
MEMBERS**

**SECTION 1.**

Membership in this organization shall be open to all persons and of three (3) classes, to wit:

- A. Active Members. An active member shall be any person making an annual payment, either by purchase of a season ticket or by direct contribution within any of the categories of support defined by the Board of Directors for general contributions to the Reno Chamber Orchestra, and any musician who has performed in four Reno Chamber Orchestra concert programs during the two prior seasons.
- B. Honorary Members. An honorary member shall be a member elected for one year by a majority vote of the members present at any regular meeting of the Board of Directors and shall be a non-voting member.
- C. Life Members. The Board of Directors may from time to time create special memberships to be known as Life Memberships. Such memberships shall be created only under special circumstances for the purpose of honoring and recognizing persons making exceptionally generous contributions to the objectives and purposes of the Reno Chamber Orchestra.

**SECTION 2.**

Upon payment of annual contributions, each member may receive a membership card in such form as the Board of Directors of the Corporation may hereafter designate.

**SECTION 3.**

The duly elected and qualified members shall meet after the end of the fiscal year upon the call of the president. The president shall give at least 15 days notice in writing, and shall include with the notice, the agenda of the annual meeting.

**ARTICLE V.  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July of each year, and end on the thirtieth day of June of the following year.

**ARTICLE VI.  
BOARD OF DIRECTORS**

**SECTION 1.**

The corporate powers of this Corporation shall be vested in and exercised by a Board of Directors. The number of Directors shall not be less than nine (9); however, there may be as many Directors as the Board of Directors may from time to time adopt by resolution, not to exceed thirty-five (35). One Director shall be a players' representative to be selected by the RCO musicians. A Director may also be an officer of the Corporation. The Board of Directors may appoint ex-officio, non-voting members not to exceed three (3) at any time. Directors shall serve for staggered terms of not more than three (3) years each. Any Director may be reelected to additional three (3) year terms.

**SECTION 2.**

The Directors of this Corporation shall be elected at the annual membership meeting called by the president after the end of the fiscal year, except as provided in Section 7 of ARTICLE VI. Directors shall be elected by majority vote of the membership present.

**SECTION 3.**

Each member of the Board of Directors must be a member in good standing of the Corporation as provided in Section 1 of ARTICLE IV.

**SECTION 4.**

The Board of Directors shall hold a minimum of six (6) meetings per year.

**SECTION 5.**

A quorum at any Board meeting shall consist of one Director more than forty percent (40%) of the current membership of the Board of Directors.

**SECTION 6.**

Between Board meetings, when a Board decision is required before the next scheduled meeting, the Executive Committee may call for a decision to be made via e-mail or Website voting. In such electronic voting, the participation of one Director more than forty percent (40%) of the current membership of the Board of Directors shall be required.

**SECTION 7.**

In case of vacancy on the Board of Directors, a standing Governance Committee shall present the name or names of potential members, who shall then be elected by a majority vote of the Board of Directors to fill the remainder of the vacant term.

## **ARTICLE VII. COMMITTEES**

### SECTION 1.

The Executive Committee shall consist of the officers of the Corporation and the immediate past-president of the Board of Directors. The Executive Committee shall supervise the affairs of the Corporation and regulate its internal economy, approve expenditures and commitments according to rules prescribed by the Board of Directors, act for and carry out the established policies of the Corporation as defined by the Board of Directors, and report to the Board of Directors at each meeting of the Board. The Executive Committee may hold regular meetings monthly or as it may otherwise determine, at such place and at such times and upon such notices as it may in its discretion determine.

### SECTION 2.

A quorum of any meeting of the Executive Committee shall consist of a majority of the members of the Committee.

### SECTION 3.

The President of the Board of Directors shall appoint all committees and the Chairmen thereof, and shall designate the members of each committee and specify the duties of each such committee. If there is a vacancy on any committee, the President shall appoint a Director to such vacancy. The President may appoint non-Directors as non-voting members of committees. Such committee members must constitute fewer than a majority of that committee.

### SECTION 4.

There shall be three (3) standing committees: Governance, Budget and Finance, and Personnel. These committees shall consist of at least three (3) Directors appointed by the President, subject to the approval of the Board. The Governance Committee shall recommend candidates for election to the Board of Directors as well as candidates for office, and shall carry out such other duties as authorized by the Board of Directors. The Budget and Finance committee shall be chaired by the Treasurer. The primary function of this committee is to assist the Treasurer in the preparation of the budget. The Personnel committee shall coordinate searches for and evaluations of the Music Director and Executive Director, and the establishment of any new staff positions.

## **ARTICLE VIII. OFFICERS**

### SECTION 1.

The Officers of the Corporation shall be a President, a First Vice President/President-Elect, a Second Vice President, a Secretary, and a Treasurer, and any other such officers as are deemed necessary to the conducting of business. The officers shall be elected by majority vote of the Board of Directors at the meeting subsequent to the annual meeting of the general membership.

### SECTION 2.

Officers shall be installed at the end of the first meeting of the Board of Directors subsequent to the annual membership meeting. The President and the First Vice President/President-Elect shall hold office for two (2) years, and all other officers shall hold office for one (1) year. Any officer vacancy occurring during the term of office shall be filled by the President, with the approval of the Board.

**ARTICLE IX.  
DUTIES OF OFFICERS**

**SECTION 1.**

The duties of the officers of this Corporation shall be the general and active management of the business and affairs of the Corporation and shall perform such other acts as may be required by the Directors.

**SECTION 2.**

The President shall be the Chief Executive Officer of this Corporation, and it shall be the duty of the President to preside at all meetings of the Directors. It shall be the duty of the President or the President's designee to sign all bonds, mortgages, contracts and such other instruments in writing as the Board of Directors may require and prescribe.

**SECTION 3.**

It shall be the duty of the First Vice President/President-Elect or, in the absence of the First Vice President/President-Elect, the Second Vice President to perform all such functions as belong to the office of the President in case of the absence or disability of the latter.

**SECTION 4.**

The Secretary shall ensure that due notice of all meetings is given to the Directors, that minutes at all such meetings are taken and due record is kept of the same. He or she shall prepare and keep such records of the Corporation as may be required and as the Board of Directors may prescribe. As required, the Secretary shall countersign all papers and documents requiring the signature of the President. He or she shall be the custodian of the stamp of this Corporation and shall have the authority to affix it to all papers and documents requiring the same.

**SECTION 5.**

(1) The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; however, the method and means of the withdrawal of funds and securities shall be subject to and governed by the decisions of the Board of Directors. (2) The Treasurer or the Treasurer's designee shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Directors; however, the method and means of deposit shall be subject to and governed by the decisions of the Board of Directors. (3) The Treasurer shall in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The annual report shall be presented by the Treasurer to the members at the annual membership meeting. The annual budget shall be presented by the Treasurer to the Board at its meeting prior to the annual membership meeting.

**SECTION 6.**

If required by the Board of Directors, the Treasurer or other officers shall give a bond for the faithful discharge of his or her duties in sum and with such surety or sureties as the Board of Directors shall determine.

**ARTICLE X.  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each Director and Officer, now, heretofore or hereafter in office, shall be indemnified by the Corporation against all costs imposed upon and/or expenses reasonably incurred by him or her because of, or in any way connected with or arising out of, any action, suit or proceeding of whatever nature (whether the same be settled or proceed to judgment) in which he or she may be or become involved, or to which he or she may be made a party because of his or her being or having been a Director or Officer of this Corporation,

provided that the indemnification herein provided for shall not apply with respect to any matter as to which such Director or Officer shall be finally adjudged in such action, suit or proceeding to have been individually guilty or willful misfeasance or malfeasance in the performance of his or her duty as such Director or Officer. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such Director or Officer may be entitled as a matter of law.

**ARTICLE XI.  
COMPENSATION OF DIRECTORS AND OFFICERS**

No compensation shall be paid the Directors or Officers of the Corporation; however, the Directors shall set and authorize the salaries and terms of employment for all employees of the Corporation.

**ARTICLE XII.  
MEMBERS AND AUXILIARY**

The Directors may authorize the formation of new categories of membership of this Corporation, and the qualifications, requirements, rights, duties and obligations of such membership. The Board of Directors may also authorize the formation of any auxiliary of this Corporation, and the qualifications, rights, duties and obligations of such auxiliary.

**ARTICLE XIII.  
DISSOLUTION**

In the event of dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the Corporation shall go and be distributed to such non-profit charitable corporation, municipal corporation or corporations as may be selected by the Board of Directors of this Corporation, so that the business, properties and assets of this Corporation shall in that event be used for, and devoted to, the purposes of carrying on a non-profit charitable organization with like objects and purposes as those herein set forth, and in no event shall any of the assets or property of this Corporation, or the proceeds of any said assets or property, in the event of the dissolution thereof, go or be distributed to the members, either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose, it being the intent that in the event of the dissolution of this Corporation, or upon its ceasing to carry out the objects and purposes herein set forth, the property and assets then owned by the Corporation shall be devoted to the carrying on of the function and purposes of such a non-profit charitable organization.

**ARTICLE XIV.  
AMENDMENT OF BY-LAWS**

These By-Laws, and any part thereof, may from time to time be amended, altered, or revised, and new or additional By-Laws may be adopted by a two-thirds majority of the members of the Board of Directors, only at a meeting called for such purpose, with thirty (30) days notice in writing to each member of the Board of Directors announcing the meeting and the proposed changes.

By-Laws of the Reno Chamber Orchestra Association as amended by a majority vote of the Board of Directors at a duly notified meeting on June 18, 2008.