

AMENDED BYLAWS OF
the PHOENIX SYMPHONY GUILD

The following Bylaws were approved by vote of the membership of the Phoenix Symphony Guild present at a General Meeting held on May 14, 2019.

ARTICLE I - NAME

The name of this organization shall be the Phoenix Symphony Guild (hereinafter referred to as “the Guild”). This organization may also conduct business under the name of Phoenix Youth Symphony.

ARTICLE II - PURPOSES

The purposes of 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 and not able to hold elective office.

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 sent by August 1st of each year. If not paid by September 30th of that same year, the member will not be recognized as a member nor listed in that year’s 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. The date of the annual meeting may be changed by the Board with written notice to all members at least thirty (30) days in advance of the second Tuesday in May.

Section 2 – Special Meetings

Special Membership Meetings may be called by:

1. The President, with the approval of the Board, upon ten (10) days prior 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 prior 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. If absentee ballots are allowed, the Board will notify the membership in writing at least thirty (30) days prior to the meeting and send Absentee ballots to all members requesting them at least fifteen (15) days prior to the meeting to be returned to the Secretary at least five (5) days prior to the meeting. Voting by Proxy shall not be permitted.
2. In order for any issue to pass it must receive a simple majority of the actual votes cast either in person or by absentee ballot.

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 personal 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/Executive Committee

The elected Officers of the Guild who shall also constitute the Board's Executive Committee shall be:

- (a) Board Chair/President
- (b) Vice-Chair/Vice President
- (c) Finance Chair/Treasurer
- (d) Secretary
- (e) Governance Chair

Section 2 – General Duties and Qualification of Officers

1. Board Chair/ President

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

The Board Chair/President shall have the day-to-day responsibility to direct the Officers and Directors in their assigned duties.

The Board Chair/President shall represent the Guild at all official functions.

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

2. Vice-Chair/Vice President

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

3. Secretary

The 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 Board Chair/President within twenty days thereafter. The Secretary shall also be responsible for all communications between the Board and the membership and between the Guild and third parties and the keeping of records relating to membership.

4. Finance Chair/ Treasurer

The Finance Chair/Treasurer will oversee financial transactions of the Guild and investigate and advise the Board of all Guild investments; and prepare financial reports for consideration, review and approval by the Board at all Board meetings. The Finance Chair/Treasurer shall also be responsible for the deposit of Guild funds and the preparation of Guild Checks for payments to third parties and report monthly to the Board as to such financial transactions.

5. Governance Chair

The Governance Chair will monitor, make recommendations and oversee all Board by-laws, Policies and Procedures; will monitor compliance with nonprofit governance regulations and provide guidance regarding these regulations; will oversee nominations and elections to the Board; and will review and advise on possible changes recommended by the Board

More detailed duties as to each of the Chairs are contained in the Guild's Policies and Procedures.

ARTICLE VII – BOARD OF DIRECTORS

Section 1 –Chairman of the Board

The Board Chair/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. More 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) Directors

2. Non-Voting Ex-officio Members
 - (a) Artistic Director
 - (b) Orchestra Manager
 - (c) Members at Large – appointed by the President

Section 4 - Directors

1. The Board shall establish annually by the May Board Meeting of each year, the designation and number of Directors who will serve on the Board for the following year.

2. No one person may serve as an Officer and Director at the same time.

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

Section 5 - Other Directors

The Board may from time to time appoint other Directors, as it shall deem necessary to carry on the work of the Guild, and appoint qualified members to fill such positions.

Section 6 - Meetings

1. Regular meetings of the Board shall be held monthly, subject to change by the Board.

2. Special Meetings of the Board may be called by:
 - (a) The Board Chair/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 Board Chair/President or Secretary shall automatically constitute resignation from the Board.

ARTICLE VIII – ELECTIONS

Section 1 - Nominations

1. Each year the Board of Directors shall nominate a single slate of candidates for Guild Officers and Directors.
2. Suggestions for nominees for Directors and Officers shall be sent to the Governance Chair by the March Board Meeting of each year.
3. A proposed final slate of nominees shall be reviewed by the Board of Directors and those qualified will be submitted to a vote of the Membership.

Section 2 – Qualifications

Candidates for Guild Officers and Directors shall be members in good standing qualified by experience and aptitude for the office for which they are nominated.

Section 3 – Balloting

1. Officers and Directors shall be elected by the membership of the Guild by ballot or voice vote, on a date and in a manner determined by the Board.
2. A plurality of the votes cast for each Office and for the number of Directors needed shall constitute election to the Board.

Section 4 – Term of Office

1. Terms of Guild Officers and Directors shall be for one (1) year and shall coincide with the fiscal year.
2. Guild Officers and Directors shall not be eligible for more than five (5) consecutive terms unless otherwise sanctioned by the Board.
3. After having served the maximum number of terms, an absence of two (2) years shall be required, unless otherwise sanctioned by the Board, before a member shall again be eligible for Board membership.
4. 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 Directors 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.

ARTICLE XII—NOTICES

Wherever the term “notice” is used herein it shall mean a written communication sent either by e-mail to known e-mails if requested by the member or by U.S. Mail, postage prepaid, to those who either do not have e-mail or do not desire electronic communications.