

BYLAWS OF
WARREN SYMPHONY SOCIETY, INC.

Constitution
~~[Revised 6-25-2011]~~

ARTICLE I

NAME.

The name of this organization shall be WARREN SYMPHONY SOCIETY, INC., a Michigan non-profit corporation (the "Corporation").

ARTICLE II

OBJECT.

The object of this ~~organization~~Corporation shall be to promote and operate a symphony orchestra, to promote and provide musical education, culture, and entertainment in all forms for the residents of the City of Warren, Michigan, surrounding communities and statewide and to transact business incidental thereto. The orchestra shall be known as the **WARREN**Motor City Symphony Orchestra.~~[revised June 2011]~~, or such other name as the Board of Directors shall determine from time to time.

ARTICLE III

MEMBERS

The Board of Directors shall be empowered to prescribe the types or classes of members and fix the amount of the membership fees or dues which members may be required to pay initially or periodically provided that each member shall be entitled to one vote on each matter submitted to a vote of the members. There shall be no provision for proxy voting.

ARTICLE IV

MEETING OF MEMBERS

Section 1 Annual Meeting.

An annual meeting of the members shall be held in June, or such other time as the Board of Directors may determine from time to time, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. Notice of the time and place of the annual meeting shall be sent to each member of the ~~Association~~Corporation by mail or email at least two weeks before the annual meeting. ~~[revised June 2011]~~

Section 2 Quorum.

~~Fifteen~~Ten of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by law, or by ~~this Constitution~~ and these By-Laws. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. ~~[revised June 2011]~~

Section 3 Special Meeting.

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-third of the members having voting rights.

Section 4 Place of Meeting.

Board of Directors may designate any place within the State of Michigan as the place for any annual meeting or for any special meeting called by the Board of Directors.

Section 5 Notice of Special Meeting.

Notice of time and place of any special meeting shall be sent to each member of the ~~organization~~Corporation by mail at least ten days before ~~each~~such special meeting with a statement of the purpose of such meeting.

~~Dated: June 25, 2011~~

~~Myrle H. Hughes, President~~

~~WARREN SYMPHONY SOCIETY, INC.~~

~~By-Laws~~

~~[Revised 6-25-2011]~~

ARTICLE ~~IV~~

BOARD OF DIRECTORS

Section 1 General Powers.

The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the City of Warren, Michigan, but must be members of the Society in good standing. No person shall receive compensation for serving as director.

Section 2 Number and Tenure.

The authorized number of Directors shall be no less than three and no more than twenty. ~~Fifteen~~ Directors shall ~~be initially elected at the organizational or incorporation meeting; eight for a three year term and seven for a two year term. The first fifteen Directors so elected shall elect ten additional members whose term shall expire at the first annual meeting. Thereafter, all Directors shall~~ be elected at the annual meeting for a three-year term and shall hold office until his/her successor shall have been elected and qualified. The Board of Directors may fill any vacancy on the Board of Directors until the next annual meeting, at which time a Director shall be elected by the membership to fill any unexpired term. ~~[revised June 2011]~~

Section 3 Meetings.

The Board of Directors may provide, by resolution, the time and place for holding their regular meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a quorum of the Board by giving at least two days written notice delivered personally or sent by mail or email. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting. There shall be no provision for proxy voting. ~~[revised June 2011]~~

Section 4 Quorum.

~~Not less than eight~~ At least 50% of the Board of Directors, rounded up to the nearest whole number if necessary, shall constitute a quorum for the transaction of business at any meeting of the Board. A member of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can ~~hear~~ communicate with one another. Participation in a

meeting in this manner constitutes presence in person at the meeting, and shall be counted towards the quorum total. ~~{adopted June 2011}~~

Section 5 Action without a Meeting.

Any action required or permitted to taken by a vote of the Board of Directors at a meeting or a committee of the Board , may be taken without a meeting if, before or after the action, all members of the Board of Directors or the committee, as applicable, consent to the action in writing or via electronic transmission.

~~Section 5~~6 Music Director.

The Board of Directors shall select the music director who shall have charge of the Orchestra and be responsible for planning programs and concerts, orchestra personnel and seating. The Board of Directors shall approve guest artists and concert dates and shall appoint or hire such officers or agents, as it may deem proper. ~~{revised June 2011}~~

ARTICLE ~~H~~VI

OFFICERS

Section 1 Number, Manner of Election, Tenure.

The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer. The Board of Directors may elect or appoint such other officers including Assistant Secretaries or Assistant Treasurers, as shall be deemed desirable. The officers of the Corporation shall be elected by the Board of Directors, at their first meeting and annually thereafter at the annual meeting of the members. All officers shall be elected at the annual meeting for a one-year term. Should an officer be unable to complete his/her term, the vacancy shall be filled by special appointment of the President. ~~{adopted May 3, 1999; revised June 2011}~~

Section 2 President.

The President shall be the principal executive officer of the Corporation and shall in general supervise and ~~control~~manage all of the business and affairs of the Corporation. He/she shall preside at all meetings of the Board of Directors, and he/she is hereby authorized to sign and acknowledge, on behalf of the Corporation, all instruments requiring the signature and acknowledgment of the Corporation. The President shall serve a maximum of four consecutive terms. ~~{adopted May 3, 1999}~~

Section 3 Vice-President.

The Vice-President shall, in absence of the President or his/her inability to act, perform all the duties and exercise all the power and privileges of the President, subject to the control

of the Board of Directors, who shall designate which Vice-President shall act in such capacity. ~~[adopted May 3, 1999]~~

Section 4 Recording Secretary.

The Secretary shall keep and preserve all the records, books and papers of the Society and be responsible for the correspondence directed by the Board.

Section 5 Treasurer.

The Treasurer shall have charge of all money of the Corporation; he/she shall receive and receipt for, in the name of the Corporation, all money due and payable to the Corporation and shall deposit the same to the credit of the Corporation in the official depository or in some bank of deposit, and he shall credit for payment, subject to the order of the Board of Directors, all bills, vouchers, and accounts, and the President or he/she shall sign all checks and drafts drawn in the name of the Corporation or on its behalf. They shall be audited once a year and/or upon his/her departure from office and he/she shall make accurate reports when required by the Board of Directors. The fiscal year of the Society shall be from July 1 to June 30. ~~[revised June 2011]~~

ARTICLE VII INDEMNIFICATION

Section 1 Indemnification of Officers, Directors and Agents.

Provided such action will not violate any applicable provision of the Internal Revenue Code of 1986, as amended (the "Code"), or cause the Corporation to lose its tax exempt status under the Code, the Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, for profit or nonprofit, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such suit or proceeding if he/she acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2 Indemnification Against Expenses.

(a) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above in Section 1, or in defense of any claim, issue or matter therein, he/she shall be indemnified

against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

(b) Any indemnification under Sections 1 above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 1. Such determination shall be made in either of the following ways:

(i) by the Board by a majority vote of a quorum consisting of Directors who were not parties, nor threatened to be made parties, to such action, suit or proceeding; or

(ii) if such quorum is not obtainable or, even if obtainable, a quorum of disinterested Directors so directs by independent legal counsel in a written opinion, in accordance with the Michigan Nonprofit Corporation Act.

(c) If a person is entitled to indemnification under Section 1 above for a portion of expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 1-2 above may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 2 above, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent, if the person furnishes the Corporation a written agreement executed personally or on the person's behalf, to repay the advance if it is ultimately determined that the person did not meet the standard of conduct, if any, required by these By-Laws or the law for the indemnification of a person under the circumstances, provided such action will not violate any applicable provision of the Code or cause the Corporation to lose its tax exempt status under the Code.

Section 3 Non-exclusivity.

(a) The indemnification or advancement of expenses provided under Sections 1-2 above is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, By-Laws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

(b) The indemnification provided in Sections 1-2 above and this Section 3 continues as to a person who ceases to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of the person, at the discretion of the Board of Directors.

Section 4 Insurance.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, profit or nonprofit, against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under Sections 1-2 above.

ARTICLE ~~III~~VIII
MISCELLANEOUS

Section 1 Committees.

The Board of Directors may, by resolution adopted, create and prescribe the duties of committees including an Executive Committee to care for the administrative duties of the Board of Directors between meetings of the Board. The Executive Committee shall consist of the President, Vice President(s), Secretary, Treasurer, and Immediate Past President.

Section 2 Amendments.

~~The Constitution and~~These By-Laws may be amended, repealed or altered in whole or in part, by a two-thirds vote of the members present and constituting a quorum at any annual or special meeting of the members where such action has been announced in the notice of the meeting.

Section 3 Equal Opportunity.

No person shall be denied election to the Warren Symphony Society Board of Directors or standing committees, engagement as a musician in the ~~Warren~~Motor City Symphony Orchestra, administrative employment or admission to ~~Warren Symphony~~a concert ~~and~~or social events based on religion, race, color, national origin, sex, sexual orientation or handicap.

Section 4 Honorary Members.

On an annual basis, the Board may recognize as Honorary Members persons within the community who have provided outstanding support to the goals and objective of the Society. The selection process shall be the responsibility of the Nominating Committee. The Nominating Committee shall bring its recommendations for Honorary Members to the board meeting preceding the annual meeting, where additional selections may be included by Board action. Once approved, the report shall become the Board's recommendation for approval by the membership at the annual meeting. Honorary Members shall serve for a period of one year. They shall pay no dues and have no vote, unless the person shall also be a regular member in good standing. ~~{adopted March 8, 1999; revised June 2011}~~

Section 5 Dissolution.

Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as the Directors shall determine.

Dated: June ~~25~~ _____, ~~2011~~2015

~~Myrle H. Hughes, President~~

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