

**SECOND AMENDED AND RESTATED BYLAWS**

**OF**

**SACRAMENTO REGION PERFORMING ARTS ALLIANCE,  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

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~~Amended and Restated Bylaws, Sacramento Region Performing Arts Alliance  
Approved 5/28/13, Effective 7/1/13~~

~~Amended and Restated Bylaws of  
Sacramento Region Performing Arts Alliance~~  
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OF  
SACRAMENTO REGION PERFORMING ARTS ALLIANCE  
a California Nonprofit Public Benefit Corporation

ARTICLE I  
NAME

Section 1.1 Corporate Name. The name of this corporation is Sacramento Region Performing Arts Alliance, formerly the Sacramento Philharmonic Orchestra Association, Inc., (the “**Corporation**”). The Corporation is the surviving corporation of a merger between the Corporation and the Sacramento Opera Company, effective as of July 1, 2013. The Corporation shall conduct business under its corporate name and/or under any other fictitious business name approved by a majority of Directors then in office and for which an appropriate fictitious business name has been filed, including without limitation “The Sacramento Philharmonic & Opera.”

ARTICLE II  
OFFICES

Section 2.1 Principal Office. The principal office of the Corporation is located at ~~1030-15th~~ 1110 – 2<sup>nd</sup> Street, ~~Suite 200,~~ Sacramento, CA ~~95814~~ 95814, and may be changed to any other place within Sacramento County, California by resolution of the Board of Directors approved by a majority of Directors then in office.

Section 2.2 Other Offices. The Board may at any time establish branch or subordinate offices at any place or places within Sacramento County, California.

ARTICLE III  
PURPOSES

Section 3.1 General Purposes. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Corporation Law for public and charitable purposes.

Section 3.2 Specific Purpose. The mission of the Corporation is to foster community, inspire curiosity, and enrich lives through symphonic and operatic music. The specific purposes of the Corporation shall include without limitation; (a) to promote, develop, present, and nurture great opera productions and orchestral and symphonic music for the benefit of the citizens of the metropolitan Sacramento area and beyond; (b) to develop and cultivate a wider public interest in opera and symphonic music and their allied arts; and (c) to engage in ~~the creation of~~ and create opportunities for the public’s musical growth, enjoyment, education, and entertainment through (i) the development and operation of performance-oriented musical enterprises and concert programs of opera, orchestral, choral/orchestral, and symphonic music, and (ii) promote, present, and participate in education and outreach programs regarding opera and symphonic music for various school-age children and adults.

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Section 3.3 ~~Sacramento Philharmonic Orchestra & Opera~~. In furtherance of the Corporation's purposes, the Corporation shall create, sponsor, and support (a) a professional symphony orchestra; ~~(sometimes referred to be known herein~~ as the ~~Sacramento Philharmonic Orchestra ("Orchestra")~~, and (b) to the extent deemed appropriate by the Board ~~and/or the Executive Director~~, a chamber orchestra and chamber and other ensembles formed from within the Orchestra. ~~Section 3.4 Sacramento Opera. In furtherance of the Corporation's purposes, the Corporation shall create, sponsor, and support, and (c)~~ a professional opera company; ~~(sometimes referent to be known herein~~ as the ~~Sacramento Opera ("Opera")~~, ~~the orchestra for which shall be the Sacramento Philharmonic Orchestra, and, and (d)~~ to the extent deemed appropriate by the Board ~~and/or the Executive Director~~, a chorus and other ensembles formed from within the Opera and the Orchestra. As noted above, the Orchestra and the Opera are sometimes jointly operated under the name "The Sacramento Philharmonic & Opera. The Orchestra shall be available to provide orchestral music for and supporting the Opera.

#### ARTICLE IV LIMITATIONS

Section 4.1 Political Activities. The Corporation has been formed under the California Nonprofit Corporation Law for the public and charitable purposes described in ~~article 3, Article III of these Bylaws~~, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2 Prohibited Activities. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in ~~article 3, Article III of these Bylaws~~. The Corporation may not carry on any activity for the profit of its Officers, Directors, or other persons or distribute any gains, profits or dividends to its Officers, Directors, or other persons as such. Furthermore, nothing in ~~article 3, Article III of these Bylaws~~ shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

#### ARTICLE V DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Nonprofit Purposes. The property ~~is~~ are irrevocably dedicated to public and/or charitable purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ~~article 3, Article III~~ hereof.

Section 5.2 Distribution of Assets upon Dissolution. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and ~~{0068016400692431; 1}~~ 2

liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public or charitable purposes, which has established its tax exempt status under section 501(c)(3) of the Code, and to the extent the Board determines practicable, which is or will be operated for or to support purposes similar to those of the Corporation.

## ARTICLE VI MEMBERSHIPS

Section 6.1 Members. The Corporation shall have no members within the meaning of ~~section~~Section 5056 of the California Nonprofit Corporation Law.

Section 6.2 Non-Voting Members. The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not “members” of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

## ARTICLE VII DIRECTORS

Section 7.1 Corporate Powers Exercised by Board; Delegation. Subject to the provisions of the Articles of Incorporation of the Corporation (the “**Articles**”), the California Nonprofit Corporation Law, 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. The Board may delegate the management of the activities of the Corporation to any person or persons, Management Company, or ~~committee~~Committee however composed, 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.

Section 7.2 Specific Corporate Powers. Without prejudice to or limiting the general corporate powers referenced in ~~section~~Section 7.1 or elsewhere in these Bylaws, but subject to the same limitations, the Board shall have the following powers:

- (1) To select and remove ~~all~~ the Officers; ~~employees~~, and ~~agents~~the Executive Director of the Corporation; to prescribe such powers and duties for them as may be consistent with the California Nonprofit Corporation Law, the Articles, and these Bylaws; and to fix their compensation;
- (2) To conduct, manage, and control the business and affairs of the Corporation and to make such rules and regulations therefor as shall be consistent with the California Nonprofit Corporation Law, the Articles, and these Bylaws as the Board may deem advisable;
- (3) To adopt, make, use, and alter, a corporate seal;
- (4) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory

notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other ~~evidences~~evidence of debt, or security therefor; ~~and~~

- (5) To approve, reject, modify, augment and/or alter any and all annual, periodic or intermittent budgets or reports which may be proposed and submitted on behalf of the Corporation; and
- (6) To modify and/or extend the terms of Directors and/or the terms of Officers under circumstances or for reasons the Board determines to be extraordinary.

### Section 7.3 Number, Qualifications, and Responsibilities.

7.3.1 Number. The authorized number of Directors of the Corporation ("Authorized Directors") shall be not more than thirty-five (35) and not less than ~~1, five (5)~~, the exact authorized number to be fixed from time to time, within these limits, by resolution of the Board.

7.3.2 Qualifications. Any person eighteen (18) years of age or older and dedicated to the purposes of the Corporation shall be eligible ~~for directorship to serve as a~~ Director pursuant to the terms of these Bylaws. The Board may from time to time adopt by resolution additional qualifications for Directors, which qualifications may include the requirements to subscribe annually to a specified number of events presented or sponsored by the Corporation, to contribute annually a specified minimum amount to the Corporation for the Corporation's annual budget or other purposes, to solicit others to similarly contribute to the Corporation, and to participate in the business and affairs of the Corporation, including participation through membership and active involvement on one or more of the Corporation's ~~committees~~Committees.

7.3.3 Responsibilities and Duties. Each Director has a duty of loyalty to the Corporation and a duty of care when participating in the Board's decisions and its oversight of the Corporation's management, including participating as a member of any of the Corporation's ~~committees~~Committees. Each Director shall perform the duties of a Director, including duties as a member of any Board ~~committee~~Committee on which the Director may serve, in good faith, in such manner as the Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

### Section 7.4 Terms.

#### 7.4.1 Number of Terms; Length.

7.4.1.1 The term of a Director newly elected to the Board shall be two (2) years or less as set forth below. Thereafter, a Director may be elected for ~~two~~ successive ~~three-year terms and then successive one~~two (2)-year terms. ~~Subject to the foregoing, there~~There shall be no limit on the number of consecutive terms a Director may serve.

7.4.1.2 The Corporation shall endeavor to cause the terms of the Directors to stagger, such that the terms of approximately one-half (50%) of the Directors will expire in one year, and the terms of the remaining directors will expire in the following year. To that end, as soon as reasonably practicable after adoption of these Second Amended and Restated Bylaws, the Board shall designate those Directors whose terms shall expire in the fiscal year ending June 30, 2021 and those Directors whose terms shall expire in the fiscal year ending June 30, 2022. Thereafter, pursuant to the provisions of Section 7.2(6) of these Bylaws, the Directors may modify the terms of any new or existing Directors to achieve the foregoing purposes.

7.4.1.3 Any Director newly elected to replace a Director who has resigned shall fill the term of Director who has resigned.

7.4.1.4 Any Director newly elected and not elected to replace a Director who has resigned, but whose election will increase the total number of sitting Directors shall be elected to a term commencing the first day of the month following election and, by resolution of the Board in carrying forth the purposes of Section 7.4.1.2 hereof, ending either (a) on the last day of the fiscal year following such director's election, or (b) on the last day of the second fiscal year following such director's election.

7.4.2 Commencement, Ending of Terms. ~~The~~ Unless otherwise specified by the Board in the resolution electing a new Director, the term of a Director newly elected to the Board shall commence ~~(i) if the Director is elected prior to the date specified for that fiscal year's Annual Meeting, upon election, or (ii) if the Director is elected at an Annual Meeting, or at any regular or special meeting of the Board following the date specified for the Annual Meeting but within the same fiscal year, at the beginning of the fiscal year immediately following the Director's~~ son the first day of the month following election. The terms of Directors re-elected to the Board shall commence at the beginning of the fiscal year immediately following their re-election. The terms of each Director shall expire at the end of ~~last~~ the fiscal year occurring at or after expiration of the term for which the Director was elected. Terms of Directors shall expire as provided in this ~~section~~ Section 7.4.2 irrespective of whether a successor Director has been elected and qualified.

7.4.3 Term of President as Director. The term as Director of any person who has been elected President shall not end at a time earlier than the end of such person's term as President.

~~7.4.4 Re-establishment of Terms. At its first meeting in fiscal year 2014, the Board shall re-establish Director terms according to the provisions of Section 7.4.1 for all Directors, such terms to be based on each Director's continuous service on the Board of the Corporation or the Sacramento Opera Company, whichever is longer.~~

Section 7.5 Limitations on Re-Election. ~~Once~~ No Director ~~terms have been re-established by the Board pursuant to section 7.4.4, no person~~ shall be eligible for re-election for additional terms on the Board unless the Governance Committee first certifies to the Board, or the Board otherwise affirmatively determines, that such ~~person~~ Director has made a significant contribution to the Corporation during his or her preceding term by (i) attending and participating in a significant number of meetings of the Board and any ~~committees~~ Committees to which he or

she has been appointed, (ii) participating actively in financial support of the Corporation through personal donations and/or fundraising, and/or contributing other significant services or benefits to the Corporation, and (iii) otherwise fulfilling his or her responsibilities as a Director as specified in these Bylaws and any relevant Board policy.

## Section 7.6 Vacancies.

7.6.1 Events Causing Vacancy. A vacancy on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of ~~authorized~~Authorized Directors is increased; (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full-~~authorized~~ number of Directors to be voted for at that meeting, and (iv) any other situation which results in there being a greater number of ~~authorized~~Authorized Directors than are then in office.

### 7.6.2 Removal.

7.6.2.1 The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Corporation Law.

7.6.2.2 The Board, by a majority vote of Directors then in office, may declare vacant the office of any Director who fails to attend three regular Board meetings or two consecutive regular Board meetings during any fiscal year.

7.6.2.3 The Board may, by a majority vote of the Directors who meet all of the required qualifications to be a Director set forth in ~~section 7.3.3,~~Section 7.3.3 of these Bylaws, declare vacant the office of any Director who fails or ceases to meet any such requirement or qualification for Board service that was adopted by resolution of the Board prior to the commencement of that Director's current term of office, if that Director was notified of such qualification or requirement at or before the commencement of his or her current term of office.

7.6.2.4 The Board may, by a majority vote of Directors then in office, remove a Director without cause.

7.6.3 No Removal on Reduction of Number of Directors. No reduction of the-~~authorized~~ number of Authorized Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and the California Nonprofit Corporation Law.

7.6.4 Resignations. Any Director may resign at any time by giving written notice to the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. Unless otherwise specified in the notice of resignation, the acceptance of such resignation shall not be necessary to make it effective. No Director may

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resign if the Corporation would then be left without a duly elected Director in charge of its affairs, except upon notice to the California Attorney General.

7.6.5 Election to Fill Vacancies. If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional Director as soon as practicable, consistent with the Corporation's procedures for the selection of Director candidates, after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional Directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

Section 7.7 ~~Directors Designated by Support Groups.~~ Foundation Ex-Officio Representation of Board. If and to the extent that the Sacramento Philharmonic & Opera Foundation, a California nonprofit corporation (the "Foundation"), which exists solely to support the Corporation, requires by its bylaws and organizational documents that it appoint a member to the Board of Directors of the Corporation, then the Foundation shall be entitled to appoint one (1) ex-officio member to the Board of Directors of the Corporation, which ex-officio member must comply with all terms and provisions of these Bylaws and shall remain in service until his or her replacement is appointed by the Foundation.

~~7.7.1 Each support group designated by the Board pursuant to Section 14.1.1 shall have the right, but not the obligation, to annually designate, in the manner specified in its bylaws, one of its members or Officers as a Director of the Corporation. The term of any designated Director shall extend from the later of the date on which such designation is communicated to the Corporation or the beginning of the fiscal year for which such designation is made until the end of such fiscal year. Any Director designated by a support group shall be subject to all the provisions of this Article VII, other than sections 7.3.2, and 7.5.~~

~~7.7.2 Each support group designating a Director pursuant to section 7.7.1 shall, promptly thereafter, submit a certificate, executed by the president of the support group, evidencing the fact of such designation to the President.~~

Section 7.8 Fees and Compensation of Directors. The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Section 7.9 Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation, and the Corporation shall indemnify, defend, and protect each and all of the Directors from same.

## ARTICLE VIII BOARD MEETINGS

Section 8.1 Regular Meetings.

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8.1.1 Required Meetings. Each fiscal year the Board shall hold at least eight regular meetings, including the Annual Meeting, at least one of which shall be held in each quarter of the fiscal year.

8.1.2 Annual Meeting. Each fiscal year, the Board shall hold an ~~annual meeting~~ Annual Meeting for ~~the~~ at least the following purposes ~~of election of Directors and:~~ (a) election (or re-election) of Directors to fill positions that may expire at the end of the current fiscal year, (b) appointment of Officers for the following fiscal year, which meeting shall be held no earlier than two months before if and to the extent necessary to fill positions that may expire at the end of the current fiscal year, and (c) appointment of Committee members for all Board Committees for the upcoming fiscal year. The Board shall endeavor to hold the Annual Meeting of the Board within the second quarter of each calendar year, and not later than the ~~end~~ first day of the Corporation's fiscal year at a time and place fixed by the Board.

8.1.3 Time and Place. The time and place of all regular meetings, including the Annual Meeting, may be fixed from time to time by resolution of the Board.

Section 8.2 Special Meetings. Special meetings of the Board for any purpose may be called at any time by any of the President, the ~~Executive Vice President or~~ Vice President, the Treasurer, the Secretary, or any two Directors.

Section 8.3 Notice of Meetings.

8.3.1 Manner of Giving. Except when the time and place of a regular meeting or the Annual Meeting is set by the Board by resolution in advance as permitted by these Bylaws, notice of the time and place of all regular, special, and Annual Meetings shall be given to each Director by one of the following methods:

- (1) Personal delivery of an oral or written notice;
- (2) First-class mail, postage paid;
- (3) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or
- (4) ~~Fa~~ Electronic mail (“e-mail”) or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director’s address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

8.3.2 Time Requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given

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by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, ~~faesimile~~, e-mail or other electronic transmission shall be delivered at least forty-eight (48) hours before the time set for the meeting.

8.3.3 Notice Contents. The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required by ~~section~~Section 8.3.4 or elsewhere in these Bylaws.

8.3.4 Notice of Certain Agenda Items. If action is proposed to be taken at any regular, special, or Annual Meeting for approval of (i) the removal of a Director, (ii) the filling of a vacancy on the Board, (iii) the amending of the Articles, (iv) the amending of these Bylaws, (v) the appointment or removal of the ~~General~~Executive Director or Music Director, or (vi) the voluntary dissolution of the Corporation, then the notice of such meeting shall also state the matter to be considered in sufficient detail to understand the proposed action and, if the proposed action includes either or both of clauses (iii) or (iv), notice of such meeting shall include a written copy of the proposed amended language. If any action described in this ~~section~~Section 8.3.4 is proposed to be taken at a regular meeting of the Board for which the time and place has been specified in a resolution of the Board, then a separate notice of such meeting shall be given within the time limits specified in ~~section~~Section 8.3.2 of these Bylaws containing the information specified in this ~~section~~Section. The Board may not waive the requirements of this ~~section~~Section, and, subject to the following sentence, any action taken by the Board contrary to the requirements of this ~~section~~Section shall be invalid. Notwithstanding the foregoing, any Director may waive notice of any meeting at which any of the actions described in this ~~section~~Section were taken by the Board if such waiver contains a description of the action with the same specificity as this ~~section~~Section requires for notice of such meeting.

#### Section 8.4 Place of Board Meetings.

8.4.1 In General. Regular and special meetings of the Board may be held at any place within California that has been designated by resolution of the Board or in the notice of the meeting. A special meeting of the Board may be held at a location that is outside of California but within fifty (50) miles of the California ~~boarder~~border if such location is approved by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

8.4.2 Meetings by Telephone or Similar Communication Equipment. ~~Any meeting may be held, and if~~Provided that necessary conferencing facilities are available, ~~any meeting may be held and,~~ any Director may participate in any meeting, by conference telephone, videoconferencing, or other communications equipment permitted by the California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of the California Nonprofit Corporation Law are satisfied. All Directors so participating in the meeting shall be deemed to be present in person at such meeting.

## Section 8.5 Quorum and Action of the Board.

8.5.1 Quorum. A majority of Directors then in office (but no fewer than two Directors or one-fifth (1/5) of the Authorized Directors established pursuant to ~~section 7.3.1,~~ Section 7.3.1 of these Bylaws, whichever is greater), shall constitute a quorum for the transaction of business, except to adjourn as provided in ~~section 8.7,~~ Section 8.7 of these Bylaws. For clarity, if the total number of Authorized Directors is 35 as set forth in Section 7.3.1, then 1/5 of that number is seven (7). As such, a quorum shall require the greater of seven (7) Directors and a majority of the Directors actually in office.

8.5.2 Minimum Vote Requirements for Valid Board Action. Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by the California Nonprofit Corporation Law, the Articles, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting. Each Director shall be entitled to cast one (1) vote on all matters before the Board. Voting at any meeting of the Board, regular or special, may be by voice or ballot, provided that the election of Directors must be by ballot if demanded by any Director before the voting begins. Directors may not vote by proxy.

8.5.3 When a Greater Vote is Required for Valid Board Action. The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- (1) Approval of contracts or transactions in which a Director or Officer has a direct or indirect material financial interest (provided that the vote of any interested Director is not counted) as provided in the Corporation's Conflict of Interest Policy;
- (2) Change in principal office as described in ~~section~~ Section 2.1 of these Bylaws;
- (3) Removal of a Director without cause as described in ~~section~~ Section 7.5.2.4 of these Bylaws;
- (4) Removal of a Director for failure to attend meetings as described in ~~section~~ Section 7.6.2.2 of these Bylaws;
- (5) Creation of, and appointment to, Committees (but not advisory committees) as described in ~~section~~ Section 9.12 of these Bylaws;
- (6) Removal of Officers as described in ~~section~~ Section 10.4 of these Bylaws; and
- (7) Indemnification of Directors as described in ~~article 12,~~ Article XII of these Bylaws.

8.5.4 Meeting Agendas. Agendas for all Board meetings shall be established by the President, with due consideration of recommendations from (and after appropriate consultation with ~~Committee chairs and)~~ the ~~General~~Executive Director.

Section 8.6 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest.

Section 8.7 Adjournment; Notice. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 8.8 Conduct of Meetings. Meetings of the Board shall be presided over by the President, or, if the President is absent, by the ~~Executive Vice President or~~ Vice President or, in the absence of each of these persons, by a chair of the meeting chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. The Board may, but need not, adopt rules of procedure for the conduct of Board meetings, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation, and in such event all Board meetings shall be conducted in accord with such rules of procedure.

Section 8.9 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting; if at least two-thirds (2/3) of all members of the Board, ~~individually or collectively,~~ eligible to vote provide their consent ~~in writing~~ to the action in writing. For the purposes of this ~~section~~Section 8.9 only, “all members of the Board” shall not include any “interested Director” as defined in ~~section~~Section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as ~~a unanimous~~an affirmative vote of ~~the Board taken at a~~ majority of the Directors attending a duly called Board meeting at which a quorum was present. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by first-class mail, messenger, courier, ~~facsimile,~~ e-mail or any other reasonable method satisfactory to the President.

Section 8.10 Attendance at Board Meetings By Non-Directors. To facilitate the business of the Corporation, individuals that are not members of the Board may attend Board meetings upon invitation of the Board, its Executive Committee, or the President, which attendance may be on a special/singular or recurring basis, any may include without limitation the following: (a) the Executive Director; (b) employees of the Corporation for the purpose of giving reports and otherwise serving the needs of the Corporation; (c) liaisons to and select members of the Orchestra and/or the Opera; (d) consultants serving the Corporation; (e) key supporters and/or stakeholders of the Corporation; and (f) representatives of the Foundation or any other foundation supporting the Corporation and its purposes and mission and not otherwise appointed as ex-officio members of the Board pursuant to Section 7.7 of these Bylaws. Such non-Board members attending Board meetings may provide input and comment at Board meetings, but shall have no vote at such meetings, shall be excluded from any executive session of a Board meeting, and may be asked to leave a Board meeting at any time.

**ARTICLE IX**  
**COMMITTEES**

Section 9.1 In General. The Corporation shall have Board, advisory, organizational, and other committees as provided in this ~~article 9.~~Article IX (each individually a “Committee” and collectively the “Committees”). The Corporation shall have no other committees.

Section 9.2 Board Committees – In General.

9.2.1 Standing Committees. ~~There~~The Corporation shall ~~be~~have the following standing ~~committees:~~Committees: (1) Audit, (2) Executive, (3) Development, (4) Finance, (5) Governance, (6) Orchestra Liaison, and (7) Opera, (8) Community Engagement and Education, and (9) Strategic Planning. The membership, duties, and authority of such ~~committees~~Committees shall be as provided in this ~~article 9.~~Article IX. Each Committee shall have defined duties and responsibilities set forth in these Bylaws and as otherwise directed by a resolution of the Board.

9.2.2 Other Board Committees. The Board may, by resolution adopted by a majority of the Directors then in office, create one or more additional Board Committees, each (i) consisting of two or more Directors and such other non-voting advisory members as the Board may determine, to serve at the discretion of the Board, and (ii) having the duties and responsibilities stated in the Board resolution, as it may be amended from time to time.

9.2.3 Committees Having Authority of the Board. The Board may by resolution give any Board Committee, the voting members of which are all Directors, the authority of the Board to the extent provided in the resolution, except that no Committee may be given the authority to:

- (1) Fill any vacancies on, or remove the members of, the Board or any Committee which has the authority of the Board;
- (2) Amend or repeal the Articles or these Bylaws or adopt new Bylaws;
- (3) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (4) Authorize or designate any other Committees or appoint members of any Committees;
- (5) Approve any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest;
- (6) Approve the engagement of, employment agreements of, or the discharge of any of the ~~General~~Executive Director and any artistic director of the Opera or music director of the Orchestra; or

- (7) Take any other action as to which the California Nonprofit Corporation Law prohibits the Board from delegating authority to a Committee.

No ~~committee~~Committee may bind the Corporation by contract or expend corporate funds unless expressly authorized to do so by the Board.

9.2.4 Appointment of Committee Members and Chairs. At the Annual Meeting or no later than the first regular meeting of the Corporation's fiscal year, the President shall nominate and the Board shall (i) appoint two (2) or more members of each of the Corporation's ~~committees~~Committees for the ensuing fiscal year and (ii) designate one such member, who ~~also shall~~must be a Director, as chair of the ~~committee~~Committee. The President may nominate and the Board may make additional ~~committee~~Committee appointments at any time during the fiscal year. All appointments of ~~committee~~Committee members and designations of ~~committee~~Committee chairs shall be consistent with the provisions of this ~~article 9~~Article IX and shall be made by the vote of a majority of all Directors then in office. The ~~General~~Executive Director shall be a non-voting member of all Committees of the Corporation, shall have the right to attend all Committee meetings, and shall have the right to designate a representative to attend Committee meetings on behalf of the Executive Director in the Executive Director's absence. The Executive Director shall notify the Committee chair of the identity of any such designated representative prior to the beginning of the subject Committee meeting.

### Section 9.3 Executive Committee.

9.3.1 Membership. The Executive Committee shall consist of the President, who shall chair the committee, the ~~Executive Vice President or the~~ Vice President, the Treasurer, the Secretary, and the chairs of the Development, Governance, and Strategic Planning ~~committees~~Committees.

9.3.2 Duties, Authority. The Executive Committee shall meet as it determines necessary to carry out its duties. The Executive Committee shall:

- (1) Act in place of the Board in between regular Board meetings when immediate action is required, and report on any action taken at the next Board meeting, provided, however, that when a decision can be deferred until the next Board meeting, the Executive Committee shall not act on the matter;
- (2) Annually review and report to the Board respecting the compensation of the ~~General~~Executive Director, the Chief Financial Officer if an employee, the Music Director, and the Artistic Director;
- (3) Serve as ~~the~~a form of personnel committee for the Corporation, including for purposes of handling any complaints by Corporation employees pursuant to the Corporation's Whistleblower Policy;
- (4) Make recommendation on matters to be acted on by the Board when (i) such matters require consideration by a Committee of the Board, and (ii) no

then-existing Committee of the Board has responsibilities respecting such matter;  
~~and-~~

- (5) On behalf of the Board, conduct the annual performance review of the Executive Director of the Corporation and any other employees of the Corporation that report directly to the Board, and meet and confer with the President in preparation for such reviews and to report on the results of such reviews; and
- (6) ~~(5)~~ Perform such other functions not within the responsibility of another Committee as the Board may designate.

#### Section 9.4 Audit Committee.

9.4.1 Members. The Audit Committee shall have at least three (3) members, consisting of at least two (2) Directors and such other non-voting advisory members as the Board may determine. ~~Any~~The Executive Director and any other member of the Audit Committee who is not a Director shall be a non-voting advisory member. A majority of the Director members of the Audit Committee may not serve concurrently as members of the Finance Committee, and the chair of the Audit Committee may not serve on the Finance Committee. The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President, Treasurer, Chief Executive Officer, or Chief Financial Officer. The membership and activities of the Audit Committee shall at all times conform to the requirements of the Nonprofit Integrity Act of 2004, as amended.

9.4.2 Duties. Subject to the supervision of the Board, the Audit Committee shall perform the duties and adhere to the guidelines set forth in the Corporation's Audit Committee charter, as amended from time to time by the Board, including but not limited to the following:

- (1) Making recommendations to the Board on the retention, selection, and termination of the auditor; provided that any engagement and any termination of the auditor must be approved by the Board;
- (2) If requested by the Board, negotiating the auditor's compensation on behalf of the Board;
- (3) Conferring with the auditor to satisfy the Audit Committee members that the financial affairs of the Corporation are in order;
- (4) Approving non-audit services by the auditor and ensuring such services conform to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the United States Comptroller General (the Yellow Book) and in the regulations of the California Attorney General; and
- (5) Reviewing the audit and making recommendations to the Board respecting accepting or rejecting the audit.

9.4.3 Audit Requirements. The Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted auditing standards, and (ii) make the audit available to the California Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available.

Section 9.5 Development Committee.

9.5.1 Membership. The Development Committee shall have at least three (3) members, consisting of at least two (2) Directors and such other non-voting advisory members as the Board may determine. The Executive Director and any other member of the Development Committee who is not a Director shall be a non-voting advisory member.

9.5.2 Duties, Responsibilities. The Development Committee shall be responsible on behalf of the Board for all aspects of the Corporation's fundraising, including annual gifts, endowment gifts, capital gifts, and planned ~~giving~~gifts, including ~~specifically~~without limitation:

- (1) Recommending to the Board corporate policies relating to fundraising and acceptance of gifts;
- (2) Reviewing and recommending to the Board the Corporation's annual fundraising plan; and
- (3) Performing in the first instance the Board's responsibility for oversight of all aspects of the Corporation's fundraising, including fundraising events.

Section 9.6 Finance Committee.

9.6.1 Membership. The Finance Committee shall consist of at least two (2) voting members, all of whom must be Directors, and one (1) of which ~~shall~~must be the Treasurer who shall chair the Committee. ~~All members~~The Executive Director and any other member of the Finance Committee ~~who is not a Director~~ shall be ~~Directors.~~a non-voting advisory member.

9.6.2 Duties, Authority. The Finance Committee shall act as financial advisor to the Board in all financial affairs of the Corporation and shall have the following duties and responsibilities:

- (1) Oversee preparation of the annual operating budget;
- (2) Consider and make recommendations to the Board on matters of financial interest as to which the Board may request its consideration and action;
- (3) Review the annual audit of the Corporation's financial statements and the Corporation's annual form 990, and any recommendations of the auditor or reviewer;
- (4) Recommend the adoption of policies for financial management practices, internal financial controls, and long-range financial planning;

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- (5) At least quarterly, review and report and make recommendations to the Board respecting the financial position of the Corporation; and
- (6) Determine the nature, composition, and format for periodic financial reports to be submitted to the Board by the Corporation's management; and
- (7) Perform the functions of the Audit Committee until such time as the Audit Committee is established.

Section 9.7 Governance Committee.

9.7.1 Membership. The Governance Committee shall consist of at least two (2) voting members, all of whom must be Directors, and one of whom may be the President but who shall not chair the ~~committee. All members~~Committee. The Executive Director may attend meetings of the Governance Committee ~~shall be Directors as a non-voting advisory member.~~

9.7.2 Duties, Authority. The Governance Committee shall have the following duties and responsibilities:

- (1) Develop and recommend to the Board various criteria and other qualities that should be represented among the membership of the Board;
- (2) Develop, select, and nominate to the Board candidates for election as Directors and Officers;
- (3) In consultation with the Corporation's management, develop and implement programs for the orientation, mentoring, and continuing education of Directors;
- (4) With the President, Executive Committee, and ~~General~~Executive Director, develop agendas and programs for Board retreats;
- (5) Conduct an annual review of the Board's performance and of the performance of Board members;
- (6) Recommend removal of Directors when appropriate;
- ~~(7) — On behalf of the Board, conduct the annual performance review of the General Director and any other employee that reports to the Board and meet with the President respecting the summary of such reviews;~~
- (7) ~~(8)~~ Make certifications to the Board respecting Directors nominated for re-election as provided in ~~section~~Section 7.5 of these Bylaws;
- (8) ~~(9) Overseeing~~Oversee financial contributions by, and fundraising undertaken by, Directors; and
- (9) ~~(10)~~ Periodically review and make recommendations to the Board respecting corporate policies respecting governance and the adequacy of and desired changes

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to corporate governance documents, including these Bylaws and corporate policy documents.

Section 9.8 Orchestra Liaison Committee.

9.8.1 Membership. The Orchestra Liaison Committee shall consist of the President, who shall chair the ~~committee~~Committee, the ~~General~~Executive Director, and one or more other Directors.

~~9.8.2~~ Duties, Authority. The Orchestra Liaison Committee shall meet at least once each fiscal year with a ~~committee~~Committee designated by the musicians of the ~~Sacramento-Philharmonic~~ Orchestra to discuss programmatic, public relations, management, financial, and other issues of interest to the Orchestra's musicians. The ~~committee~~Committee shall have no authority or jurisdiction respecting the collective bargaining agreement between the Corporation and the relevant AFM local or issues arising under that agreement, which matters shall be the jurisdiction of the Executive Committee and the Board.

## Section 9.9 Strategic Planning Committee.

9.9.1 Membership. The Strategic Planning Committee shall consist of at least three (3) Directors and, ~~for purposes specified in subdivisions (1) and (2), shall~~ to the extent reasonably practicable and/or desirable, may include as additional non-voting members ~~meeting the following criteria:~~ (a) one (1) or more tenured members of the Orchestra, and (b) two (2) or more members of the Sacramento Community, one of whom shall have demonstrated a keen interest in opera in Sacramento and one of whom shall have demonstrated a keen interest in professional symphonic music in Sacramento.

~~(1) — For purposes of preparation of a comprehensive strategic plan or a major revision to a comprehensive strategic plan for recommendation to the Board: (i) on the nomination of the General Director and the President, at least three members of the Sacramento Community who have demonstrated a keen interest in (A) the Opera Company and professional opera in the Sacramento Region, and/or (B) the Orchestra and professional symphonic music in the Sacramento Region, with at least one member having demonstrated such interest in the Opera and one member having demonstrated such interest in the Orchestra; (ii) on the nomination of the Music Director or the General Director, at least two tenured members of the Orchestra; (iii) on the nomination of the Development Committee, at least two individuals who have a history of significant, long long term financial support for (A) the Opera and/or (B) the Orchestra, with at least one member having demonstrated such support for the Opera and one member having demonstrated such support for the Orchestra; and (iv) on the nomination of the General Director and the President and to the extent they are willing, at least two state or local public officials.~~

~~(2) — For purposes of performing a formal review of implementation of a comprehensive strategic plan adopted by the Board, nominated as specified in paragraph (1) above: (i) at least one tenured member of the Orchestra, and (ii) at least two members of the Sacramento Community meeting the criteria specified above.~~

~~The Committee may include as non-voting members such other individuals as the Board may consider appropriate.~~

9.9.2 Duties, Authority. The Strategic Planning Committee shall be responsible for (i) developing, recommending to the Board for adoption, and monitoring on an annual basis the Corporation's implementation of, long range strategic plans and annual or other periodic plans to implement such strategic plans, (ii) annually reporting to the Board on the state of the Corporation's implementation of such plans and making recommendations to the Board respecting changes that should be made in such plans and the Corporation's implementation of them, and (iii) on an ad hoc basis, considering and developing plans respecting specific strategic issues concerning the Corporation's activities or goals.

Section 9.10 Community Engagement and Education Committee.

9.10.1 Membership. The Community Engagement and Education Committee shall have at least three (3) voting members, consisting of at least two (2) Directors and such non-voting members as the Board may determine. The Executive Director may attend meetings of the Community Engagement and Education Committee as a non-voting advisory member.

9.10.2 Duties, Authority. The Community Engagement and Education Committee shall be responsible for (a) identifying, developing, and (as necessary and appropriate) recommending to the Board for adoption, implementation, and monitoring various community engagement and education initiatives, community collaborations, plans, programs and activities (“CE&E Programs”) for the purposes of and as consistent with carrying out the mission, purposes and strategic plans of the Corporation, (b) reviewing and monitoring staff, monetary and physical resources of the Corporation required for implementation of CE&E Programs and the financial impact of CE&E Programs, (c) annually reporting to the Board on the implementation and effectiveness of CE&E Programs and making recommendations to the Board respecting changes that should be made in connection with same, and (d) assisting and advising Corporation staff with respect to the Corporation’s CE&E Programs, including without limitation the following the extent applicable: *Link Up* and *Creative Concerts*.

Section 9.11 Opera Committee.

9.11.1 Membership. The Opera Committee shall consist of at least two (2) Directors and, to the extent reasonably practicable and/or desirable, may include additional non-voting members as designated by the Board

9.11.2 Duties, Authority. The Opera Committee shall be responsible for (a) advising the Executive Director regarding programming, assisting the General Manager in staffing, and providing strategic planning for future Opera performances; (b) exploring and recommending community/education programming related to opera; (c) recommending potential collaborative opportunities with other opera companies; (d) assisting in fundraising to enable opera performances as part of the Corporation’s mission; and (e) regularly reporting to the Board on the Opera Committee’s deliberations.

Section 9.12 Meetings and Action of Board Committees. Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of ~~article 7~~Article VII hereof concerning meetings of Directors, with such changes in the context of ~~article 7~~Article VII as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

Section 9.13~~Section 9.11~~ Quorum Rules for Board Committees. A majority of the voting members of a Committee ~~members~~ shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the voting members of a Committee ~~members~~ present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the voting members of a Committee ~~members~~ present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a vote of the entire Board. A meeting at which a quorum of voting members of a Committee is initially present may continue to transact business, notwithstanding the withdrawal of voting Committee members, if any action taken is approved by at least a majority of the required quorum of voting members of the Committee for that meeting.

Section 9.14~~Section 9.12~~ Revocation of Delegated Authority. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Section 9.15~~Section 9.13~~ Advisory Committees. The Board may create by resolution one or more ad-hoc advisory ~~committees~~Committees to serve at the pleasure of the Board and to provide advice to the Board on such topics as are specified in the resolution. Appointments to such advisory ~~committees~~Committees may, but need not, include Directors.

Section 9.16~~Section 9.14~~ Advisory Board. The Board may create by resolution an Advisory Board to the Board of Directors, the members of which shall be appointed by and serve at the pleasure of the Board of Directors. Such Advisory Board ~~shall be comprised of persons of excellent reputation and standing in the community and meeting such other~~members must meet all requirements as the Board may determine, ~~who.~~ Such Advisory Board shall serve the Board of Directors in an advisory capacity with such specific duties as ~~my~~may be specified by the Board of Directors from time to time.

## ARTICLE X OFFICERS

Section 10.1 Officers. The Corporation shall have as Officers the President, the Vice President, the Treasurer, the Secretary, and the ~~General~~Executive Director, who shall be the Chief Executive Officer. ~~From time to time as specified in section 10.7.2, the Corporation shall have an Executive Vice President, and in fiscal years for which no Executive Vice President is to be elected there shall be a Vice President. If the position of General~~If the position of Executive Director is vacant, the President shall be Chief Executive Officer. The Board may also designate an employee of the Corporation as the Chief Financial Officer; in the absence of such designation, the Treasurer shall be Chief Financial Officer. The President, Treasurer, Secretary, ~~Executive~~and Vice President, ~~and Vice President shall must~~ be Directors, and the other Officers may, but need not, be Directors. One person may hold two or more offices, except that the Secretary, the Treasurer, ~~any~~and the Chief Financial Officer (if any), ~~and the Executive Vice President~~ may not serve concurrently as President. Officers shall have duties and responsibilities as specified in ~~section~~Section 10.7 of these Bylaws and in any applicable resolution of the Board,

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the terms of which are consistent with the provisions of ~~section 10.7.~~Section 10.7 of these Bylaws. The Corporation shall have no other Officers.

Section 10.2 Qualifications of Certain Officers. The President, ~~Executive Vice President,~~ Vice President, Secretary, and Treasurer ~~shall~~must be Directors, each of whom either ~~(ia) will~~ have served as a Director for at least two (2) years immediately prior to taking office and ~~has~~ been certified by the Governance Committee as having met during such two-year period the same requirements as are specified in ~~section~~Section 7.5 of these Bylaws for re-election as a Director, or ~~(ib) will~~ have served as a Director for less than two (2) years, possesses significant experience pertinent to such office, and ~~has~~have been certified by the Governance Committee as having demonstrated a substantial commitment to the Corporation and its purposes.

### Section 10.3 Election of Officers; Terms.

10.3.1 Terms. ~~The term of the President~~Except as set forth below, the terms of all officers shall be ~~three~~two (2) years, and ~~the term of the Executive Vice President, Vice President, Secretary, and Treasurer shall be one year~~shall run concurrently. There shall be no limit on the number of consecutive terms a Director may serve as ~~such Officers.~~an Officer. Notwithstanding the foregoing, in the event an Officer resigns or is removed from office, then the term of his/her replacement shall be subject to Section 10.6 of these Bylaws, and in no event extend beyond the balance of the departing Officer's term.

10.3.2 Vacancy in Office of President. If an incumbent President should resign or otherwise leave office, the Board shall elect a successor at the earliest practicable regular meeting or at a special meeting called for such purpose, the successor to serve either (i) the remainder of the prior incumbent's term, or (ii) a nominal three-year term expiring at the end of the third fiscal year following such election, as determined by the Board.

~~10.3.3 Executive Vice President. Subject to the provisions of the next sentence, the Corporation shall have an Executive Vice President during the last year of an incumbent President's three-year term, who shall be elected at the Annual Meeting immediately preceding the last year of the incumbent President's term in office on the assumption that such Executive Vice President will be elected to succeed the incumbent President at the end of the incumbent's term. If, however, prior to such Annual Meeting the incumbent President notifies the Board of his or her interest in continuing to serve as President for another term, the Board may determine to not elect an Executive Vice President for the following fiscal year.~~ Elections of Officers. Officers of the Corporation shall be elected by the affirmative vote of a majority of all Directors then in office, giving consideration to the slate recommended by the Governance Committee. Elections for officers of the Corporation shall occur in odd-numbered calendar years ("Election Year"), with a preference to occur at the Annual Meeting of the Board in such Election Year, and in all events prior to the beginning of the Corporation's fiscal year commencing in said Election Year. Subject to Section 10.3.2 and Section 10.6 of these Bylaws, the terms of duly elected officers shall commence in the first day of the Corporation's fiscal year occurring in said Election Year.

Section 10.4 Removal of Officers. Subject to the rights to continuing employment, if any, of the ~~General~~Executive Director and any employee designated as Chief Financial Officer  
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under a contract of employment, any Officer may be removed, with or without cause, by vote of a majority of Directors then in office at any meeting of the Board or at the Annual Meeting of the Corporation.

Section 10.5 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the Officer is a party.

Section 10.6 Vacancies in Offices. A vacancy in any office other than the President 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, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President, such vacancy shall be filled temporarily by appointment by the President and the appointee shall remain in office for sixty (60) days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

Section 10.7 Responsibilities of Officers.

10.7.1 President. The President shall preside at meetings of the Board and the Executive Committee and shall exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws.

~~10.7.2 Executive Vice President. The Executive Vice President shall perform all of the duties of the Vice President and, in addition, shall perform such other functions relating to the Board and its responsibilities as may be agreed upon in writing by the President and the Executive Vice President as being most appropriate to equip the Executive Vice President to succeed the incumbent as President.~~

~~10.7.2~~10.7.3 Vice President. The Vice President shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties relating to the Board and its responsibilities as may be prescribed from time to time by the Board.

~~10.7.3~~10.7.4 Secretary. The Secretary of the Corporation shall attend to the following:

- (1) Certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.
- (2) Keep or cause to be kept a minute book as described in ~~section~~Section 12.1 of these Bylaws and certify the minutes of all meetings of the Board.

- (3) Give or cause to be given notice of all meetings of the Board in accordance with these Bylaws.
- (4) Keep or cause to be kept the seal of the Corporation, if any, in safe custody, and have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

~~10.7.4~~10.7.5 Treasurer. The Treasurer shall be the Corporation's chief financial policy officer, shall chair the Finance Committee, and shall be the Corporation's Chief Financial Officer during any period in which an employee of the Corporation has not been designated as Chief Financial Officer as described in ~~section 10.1~~Section 10.1 of these Bylaws.

Section 10.8 ~~General~~Executive Director. The Corporation shall have ~~a General~~an Executive Director who shall be the Chief Executive Officer of the Corporation ~~and. The Executive Director~~ shall report directly to the Board ~~through the President~~. Subject to the provisions of ~~section 7.1, the General~~Section 7.1 of these Bylaws, the Executive Director shall have authority and responsibility for ~~(1) overall~~(a) management of the day-to-day business and activities of the Corporation ~~and its activities~~, and ~~(2b)~~ developing, refining, and sustaining the overall vision of the Corporation. ~~The General~~ and causing the Corporation to execute on and carry out the resolutions and directives of the Board. The Executive Director's responsibilities shall include, without limitation, strategic planning; fundraising; opera and symphony production; staff management and employment; fiscal stewardship; serving as a non-voting member of all Board Committees as set forth in these Bylaws; and community, union, donor, and Board relations. The Executive Director shall have the authority to hire employees of the Corporation without approval of the Board, provided that (a) all such hirings and associated compensation for such employees must be within an approved budget of the Corporation or an augmentation thereto approved by the Board, and (b) the Executive Director must first obtain the approval of the Board before hiring as paid Corporation employees any of the following: a Chief Financial Officer, a Music Director, and/or an Artistic Director.

Section 10.9 Artistic Director and Music Director. The Corporation may have either or both an ~~artistic director~~Artistic Director of the Opera and a ~~music director~~Music Director of the Orchestra, as determined by the Board. The responsibilities of any ~~artistic director~~Artistic Director and any ~~music director~~Music Director shall be as specified in an employment agreement, to be executed by the ~~General~~Executive Director on approval of the Board. Any ~~artistic director or music director~~Artistic Director or Music Director may be discharged by the ~~General~~Executive Director on approval of the Board, subject to the provisions of ~~the relevant~~any applicable employment agreement(s).

Section 10.10 Employment Contracts. The terms and conditions of the employment of the ~~General~~Executive Director and any artistic director and music director shall be specified in their respective appropriate employment agreements with the Corporation and approved by the Board.

Section 10.11 Chief Financial Officer. The Chief Financial Officer shall have responsibility for the performance of the following functions:

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- (1) Books of Account. Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times;
- (2) Financial Reports. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, and prepare or cause to be prepared all financial reports required by the Finance Committee or the Board;
- (3) Deposit and Disbursement of Money and Valuables. Deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; ~~shall~~ disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; ~~shall~~ render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and ~~shall have~~ exercise such other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws; and
- (4) Bond. If required by the Board, give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

#### Section 10.12 Compensation of Officers.

10.12.1 Salaries Fixed by Board. The President, ~~Executive Vice President,~~ Vice President, Secretary, and Treasurer shall serve without compensation. The salaries of the ~~General~~ Executive Director and the salary of any Officer who is an employee of the Corporation shall be fixed from time to time by resolution of the Board, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director, provided, however, that such compensation paid to a Director for serving as an Officer shall only be allowed if permitted under the provisions of ~~section 7.7.~~ Section 7.7 of these Bylaws. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. No salaried Officer serving as a Director shall be permitted to vote on his or her own compensation as an Officer.

10.12.2 Fairness of Compensation. The Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the president, Chief Executive Officer, treasurer, or Chief Financial Officer (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is

modified (unless all employees are subject to the same general modification of compensation). Such reviews shall include reference to [market](#) comparables and other criteria the Board deems appropriate.

10.12.3 Officers and Employees Who Are Directors. Nothing in these Bylaws shall be deemed to preclude or restrict the Corporation from paying reasonable compensation for services rendered by any Officer or employee of the Corporation in such capacity who may also serve as a Director.

## ARTICLE XI CORPORATE POLICIES

### Section 11.1 Indemnification of Directors, Officers, and Employees.

11.1.1 The Corporation shall indemnify its Directors, Officers, and employees to the fullest extent permitted by the California Nonprofit Corporation Law.

11.1.2 The Corporation shall maintain liability insurance coverage for the Officers and Directors of the Corporation in such amounts as deemed appropriate by the Board.

Section 11.2 Required Policies. The Board shall adopt, revise as appropriate, and maintain in effect the following policies for the Corporation: Conflict of Interest; Document Retention and Destruction; Ethics; Gift Acceptance; and Whistleblower Protection.

Section 11.3 Other Policies. The Board may adopt such other policies for the Corporation as it deems appropriate.

## ARTICLE XII CORPORATE RECORDS, REPORTS AND SEAL

Section 12.1 Minute Books. The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any ~~committee~~[Committee](#) including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

Section 12.2 Books and Records of Account. The Corporation shall keep adequate and correct books and records of account. ~~“Correct, which books and records” includes, but is not necessarily limited to: must include, without limitation,~~ accounts of properties and transactions, ~~its~~ assets, liabilities, receipts, disbursements, gains, and losses.

Section 12.3 Articles and Bylaws. The Corporation shall keep at its principal office the original or a copy of the then-current Articles and Bylaws as amended.

Section 12.4 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 12.5 Annual Report; Statement of Certain Transactions.

12.5.1 The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Corporation's fiscal year containing the following information:

- (1) The assets and liabilities of the Corporation as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year;
- (4) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;
- (5) A statement of any transaction to which the reporting provisions of section 6322 of the California Corporations Code apply containing the information required by section 6322; and
- (6) A brief description of the amounts and circumstances of any indemnifications or payments (other than payments of salary or reimbursement of documented expenses incurred on behalf of the Corporation) made during the fiscal year to any Officer or Director.

12.5.2 The statement required by ~~section~~Section 12.5.1(5) of these Bylaws shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Corporation; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that 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.

12.5.3 The report required by ~~section~~Section 12.1 of these Bylaws shall be accompanied ~~buy~~by any report thereon of independent accountants, or if there is no such report, the certificate of the Chief Financial Officer that such statements were prepared without audit or review from the books and records of the Corporation.

Section 12.6 Directors' Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 12.7 Corporate Seal. The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **ARTICLE XIII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

Section 13.1 Execution of Instruments. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 13.2 Checks and Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President.

Section 13.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 13.4 Gifts. Subject to any then-existing Board policy relating to acceptance and retention of gifts, the Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

### **ARTICLE XIV SUPPORT GROUPS**

Section 14.1 Support Groups.

14.1.1 The Board may, from time to time, designate support groups which shall be formed for the purpose of promoting and assisting the affairs of the Opera, the Orchestra, or both. Each support group shall operate under its own bylaws and operating rules and regulations in the conduct of its affairs, subject to the provisions of these Bylaws and any applicable policies adopted by the Board, and shall establish and elect its own officers and committees. The major policies and activities of each support group, including without limitation any policies or activities which may reflect upon or affect the nonprofit status or financial affairs of the Corporation, shall be subject to the approval of the Board.

14.1.2 Support groups and the members thereof shall not have the power or authority legally to bind the Corporation, but to the extent any of their activities or affairs require execution of contracts, such shall be entered on behalf of the Corporation by the ~~General~~Executive Director, or an employee to whom the ~~General~~Executive Director has delegated such authority, to the extent the ~~General~~Executive Director deems appropriate.

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14.1.3 The net proceeds of all support group activities shall accrue to the benefit of the Corporation. Each support group shall submit a report of each of its fundraising events or activities to the ~~General~~Executive Director within a reasonable time following its conclusion, and shall submit an annual report of its activities, income, and expenses to the Board within 60 days of the end of the Corporation's fiscal year.

14.1.4 Support groups shall not be ~~committees~~Committees of the Corporation within the meaning of ~~section~~Section 9.1 of these Bylaws.

## ARTICLE XV AMENDMENTS

Section 15.1 Amendment by Directors. The Board, by affirmative vote of a majority of Directors then in office, may adopt, amend or repeal Bylaws. ~~Such power is,~~ subject to the following limitations:

- (1) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (2) No amendment may extend the term of a Director beyond that for which such Director was elected.
- (3) If Bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

Section 15.2 Restatement. Upon approval by a majority of the Directors then in office and certification by the Secretary of the Corporation, these Second Amended and Restated By-Laws shall supersede and replace in their entirety all previous bylaws with respect to the Corporation.

## ARTICLE XVI CONSTRUCTION: DEFINITIONS

Section 16.1 Construction. Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

Section 16.2 Definitions. As used in these Bylaws, the following terms shall have the following meanings:

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- (1) **“Annual Meeting”** means the annual meeting of the Board for purposes of electing Directors ~~and designating Officers,~~ electing Officers, and appointing members to the Committees of the Board, which meeting should occur within the second quarter of each calendar year, and not later than the first day of the Corporation’s fiscal year.
- (2) **“Articles”** means the Articles of Incorporation of the Corporation as set forth in Section 7.1 hereof.
- (3) **“Board”** means the Board of Directors of the Corporation.
- (4) **“CE&E Programs”** has the meaning given in Section 9.10.2 of these Bylaws.
- (5) ~~(4)~~ **“Code”** means the Internal Revenue Code of 1986, as amended, as set forth in Section 4.2 hereof.
- (6) **“Committee”** and **“Committees”** have the meanings given in Section 9.1 of these Bylaws.
- (7) ~~(5)~~ **“Corporation”** means the “Sacramento Region Performing Arts Alliance:” as described in Section 1.1 hereof
- (8) ~~(6)~~ **“Director”** means a member of the Board.
- (9) **“Election Year”** has the meaning given in Section 10.3.3 of these Bylaws.
- (10) **“Foundation”** has the meaning given in Section 7.7 of these Bylaws.
- (11) ~~(7)~~ **“Officer”** means an Officer of the Corporation.
- (12) ~~(8)~~ **“Opera”** ~~means the Sacramento Opera~~ has the meaning given in Section 3.3 of these Bylaws.
- (13) ~~(9)~~ **“Orchestra”** ~~means the Sacramento Philharmonic Orchestra~~ has the meaning given in Section 3.3 of these Bylaws.

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